Section 1: 8-K (8-K)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): October 31, 2019

CBL & ASSOCIATES PROPERTIES INC

CBL & Associates Limited Partnership

(Exact Name of Registrant as Specified in its Charter)

Delaware	**1-12494**	**62-1545718**
Delaware	**333-182515-01**	**62-1542285**
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

2030 Hamilton Place Blvd., Suite 500, Chattanooga, TN 37421-6000

(Address of principal executive office, including zip code)

423-855-0001

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered under Section 12(b) of the Act:

Title of each Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value	CBL	New York Stock Exchange
7.375% Series D Cumulative Redeemable Preferred Stock, $0.01 par value	CBLprD	New York Stock Exchange
6.625% Series E Cumulative Redeemable Preferred Stock, $0.01 par value	CBLprE	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

ITEM 2.02 Results of Operations and Financial Condition

On October 31, 2019, CBL & Associates Properties, Inc. (the "Company") reported its results for the third quarter ended September 30, 2019. The Company's earnings release and supplemental financial and operating information for the third quarter ended September 30, 2019 is attached as Exhibit 99.1. On November 1, 2019, the Company held a conference call to discuss the results for the third quarter ended September 30, 2019. The conference call script is attached as Exhibit 99.2.

The information in this Form 8-K and the Exhibits attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

ITEM 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired
Not applicable

(b) Pro Forma Financial Information
Not applicable

(c) Shell Company Transactions
Not applicable

(d) Exhibits

Exhibit Number	Description
99.1	Earnings Release dated October 31, 2019 and Supplemental Financial and Operating Information - For the Three Months and Nine Months Ended September 30, 2019
99.2	Investor Conference Call Script - Third Quarter Ended September 30, 2019

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CBL & ASSOCIATES PROPERTIES, INC.

/s/ Farzana Khaleel

Farzana Khaleel
Executive Vice President -
Chief Financial Officer and Treasurer

CBL & ASSOCIATES LIMITED PARTNERSHIP

By: CBL HOLDINGS I, INC., its general partner

/s/ Farzana Khaleel

Farzana Khaleel
Executive Vice President -
Chief Financial Officer and Treasurer

Date: November 1, 2019

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

Earnings Release and Supplemental Financial and Operating Information

For the Three and Nine Months Ended September 30, 2019

Earnings Release and Supplemental Financial and Operating Information
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CBL®

News Release

Contact: Katie Reinsmidt, Executive Vice President - Chief Investment Officer, 423.490.8301, katie.reinsmidt@cblproperties.com

CBL PROPERTIES REPORTS RESULTS FOR THIRD QUARTER 2019

Results In-Line; Guidance Range Maintained

CHATTANOOGA, Tenn. (October 31, 2019) – CBL Properties (NYSE:CBL) announced results for the third quarter ended September 30, 2019. A description of each supplemental non-GAAP financial measure and the related reconciliation to the comparable GAAP financial measure is located at the end of this news release.

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2019	**2018**	**%**	**2019**	**2018**	**%**
Net loss attributable to common shareholders per diluted share	**$ (0.26)**	$ (0.07)	(271.4)%	**$ (0.75)**	$ (0.34)	(120.6)%
Funds from Operations ("FFO") per diluted share	**$ 0.45**	$ 0.39	15.4 %	**$ 1.01**	$ 1.26	(19.8)%
FFO, as adjusted, per diluted share (1)	**$ 0.34**	$ 0.40	(15.0)%	**$ 0.98**	$ 1.28	(23.4)%

(1) For a reconciliation of FFO to FFO, as adjusted, for the periods presented, please refer to the footnotes to the Company's reconciliation of net loss attributable to common shareholders to FFO allocable to Operating Partnership common unitholders on page 9 of this news release.

KEY TAKEAWAYS:

- Same-center sales per square foot for the stabilized mall portfolio for the third quarter improved 3.2%. For the twelve-months ended September 30, 2019, same-center sales increased 1.1% to $383 per square foot compared with the prior-year period.
- CBL made significant progress on its anchor redevelopment program, including 27 former anchor spaces committed, under construction or with replacements already open featuring dining, entertainment, fitness and other mixed-use components.
- FFO per diluted share, as adjusted, was $0.34 for the third quarter 2019, compared with $0.40 per share for the third quarter 2018. Third quarter 2019 FFO per share was impacted by $0.02 per share of dilution from asset sales completed since the prior-year period and $0.04 per share of lower property NOI.
- Total Portfolio Same-center NOI declined 5.9% for the three months and declined 5.5% for the nine months ended September 30, 2019, as compared with the prior-year periods.
- Portfolio occupancy as of September 30, 2019, was 90.5%, representing a 30 basis point improvement sequentially, and a 150 basis point decline compared with 92.0% as of September 30, 2018. Same-center mall occupancy was 88.7% as of September 30, 2019, a 60 basis point improvement sequentially and a 200 basis point decline compared with 90.7% as of September 30, 2018.
- Year-to-date, CBL has completed or announced gross asset sales totaling $161.4 million (details herein).

"Third quarter results demonstrated the resiliency of our portfolio of market dominant properties. With adjusted FFO per share of $0.34 and portfolio same-center NOI of (5.9)% , we are on track to achieve full-year results within the mid-to-high end of our reaffirmed guidance range," said Stephen D. Lebovitz, Chief Executive Officer. "Operational results were also in-line with improved sales and spreads on new leasing, and our reserve was able to offset additional retailer bankruptcies, store closings and restructurings. For the third quarter, portfolio sales increased 3.2%, bringing our rolling twelve-month sales to $383 per square foot. This trend should provide a positive backdrop for us during the holiday season as well as on future lease negotiations.

"Last week, we celebrated the grand opening of the redevelopment of the former Sears at Brookfield Square in Milwaukee, which represents a milestone in our portfolio transformation strategy. The project has generated a huge amount of excitement with new-to-market entertainment users Whirlyball and Movie Tavern by Marcus Theatres and in-demand restaurants, services and shops. The adjacent city-owned hotel and convention center opening next year will provide an added source of traffic.

"The Brookfield Square project is a great example of our strategy of utilizing redevelopments to transform our properties into suburban town centers. In this case, we are combining successful retail, entertainment, restaurants, fitness and non-retail elements, including medical office and the hotel/convention center. Across our portfolio, we are diversifying our tenant mix in our shop leasing efforts, and we are pursuing opportunities to make more productive use of available land. Year-to-date, 74% of new mall leasing was executed with non-apparel tenants. We also recently commenced construction with joint venture partners on two new self-storage projects and a hotel and have several additional non-retail projects on the drawing board. These projects demonstrate the tangible progress and creativity that helps bring us closer to our goal of stabilizing revenues and returning to growth."

Net loss attributable to common shareholders for the third quarter 2019 was $44.1 million, or a loss of $0.26 per diluted share, compared with a net loss of $12.6 million, or a loss of $0.07 per diluted share, for the third quarter 2018. Net loss for the third quarter 2019 was impacted by an $82.6 million loss on impairment of real estate to write down the carrying value of Mid Rivers Mall to the property's estimated fair value. The impairment was primarily a result of declines in projected future cash flows. Net loss for the third quarter 2019 also included a $22.7 million reduction to the class-action litigation expense accrued during the first quarter 2019. The majority of the reduction relates to past tenants that did not submit a claim pursuant to the terms of the settlement agreement with the remainder relating to tenants that opted out of the lawsuit.

FFO allocable to common shareholders, as adjusted, for the third quarter 2019 was $58.7 million, or $0.34 per diluted share, compared with $68.6 million, or $0.40 per diluted share, for the third quarter 2018. FFO allocable to the Operating Partnership common unitholders, as adjusted, for the third quarter 2019 was $67.8 million compared with $79.2 million for the third quarter 2018.

Percentage change in same-center Net Operating Income ("NOI")(1):

	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2019
Portfolio same-center NOI	**(5.9)%**	**(5.5)%**
Mall same-center NOI	**(6.9)%**	**(6.4)%**

(1) CBL's definition of same-center NOI excludes the impact of lease termination fees and certain non-cash items such as straight-line rents and reimbursements, write-offs of landlord inducements and net amortization of acquired above and below market leases.

Major variances impacting same-center NOI for the quarter ended September 30, 2019, include:

- Same-center NOI declined $8.7 million, due to a $10.0 million decrease in revenues offset by a $1.3 million decline in operating expenses.
- Rental revenues declined $12.5 million, including a $6.9 million decline in tenant reimbursements and a $5.6 million decline in minimum and other rents. Percentage rents were flat.
- Property operating expenses declined $1.1 million compared with the prior year. Maintenance and repair expenses declined $0.3 million. Real estate tax expenses increased $0.1 million.

PORTFOLIO OPERATIONAL RESULTS

Occupancy(1):

	As of September 30,	
	2019	**2018**
Portfolio occupancy	**90.5%**	92.0%
Mall portfolio	**88.7%**	90.5%
Same-center malls	**88.7%**	90.7%
Stabilized malls	**88.8%**	90.8%
Non-stabilized malls (2)	**83.8%**	73.6%
Associated centers	**96.3%**	97.2%
Community centers	**96.3%**	96.8%

(1) Occupancy for malls represents percentage of mall store gross leasable area under 20,000 square feet occupied. Occupancy for associated and community centers represents percentage of gross leasable area occupied.

(2) Represents occupancy for The Outlet Shoppes at Laredo.

New and Renewal Leasing Activity of Same Small Shop Space Less Than 10,000 Square Feet:

% Change in Average Gross Rent Per Square Foot:

	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2019
Stabilized Malls	(6.3)%	(6.9)%
New leases	18.9 %	9.3 %
Renewal leases	(11.0)%	(9.6)%

Same-Center Sales Per Square Foot for Mall Tenants 10,000 Square Feet or Less:

	Twelve Months Ended September 30,		
	2019	**2018**	**% Change**
Stabilized mall same-center sales per square foot	**$ 383**	$ 379	1.1%
Stabilized mall sales per square foot	**$ 383**	$ 378	1.3%

DISPOSITIONS

Year-to-date, CBL has closed on $161.4 million in asset sales, as detailed below.

In August, CBL closed on the sale of a 25% interest in The Outlet Shoppes at El Paso to its existing joint venture partner, Horizon Group Properties ("Horizon"), for cash of $9.3 million and the assumption of 25% interest in the existing loan (representing $18.5 million at closing). Following the completion of the sale, CBL and Horizon each own a 50% interest, with Horizon continuing to lease and manage the asset.

Property	Location	Date Closed		Gross Sales Price (M)
Cary Towne Center[(1)]	Cary, NC	January	$	31.5
Honey Creek Mall [(1)]	Terre Haute, IN	April	$	14.6
The Shoppes at Hickory Point	Forsyth, IL	April	$	2.5
Courtyard by Marriott at Pearland Town Center	Pearland, TX	June	$	15.1
The Forum at Grandview	Madison, MS	July	$	31.8
850 Greenbrier Circle	Chesapeake, VA	July	$	10.5
Various parcels	Various	Various	$	27.6
25% interest in The Outlet Shoppes at El Paso [(2)]	El Paso, TX	August	$	27.8
Total			**$**	**161.4**

(1) 100% of sale proceeds utilized to retire existing secured loans.

(2) Gross amount shown above is comprised of $9.3 million in equity and 25% interest in loan balance at closing of $18.5 million.

DIVIDEND

In March 2019, CBL suspended its quarterly common dividend for two quarters. Prior to year-end, CBL will complete its review of taxable income projections and announce its common dividend policy for 2020. Consistent with CBL's strategy of maximizing internal cash flow available for investing and debt reduction, CBL intends to pay the minimum common dividend required, if any, to distribute taxable income.

ANCHOR REPLACEMENT PROGRESS AND REDEVELOPMENT

CBL recently marked the completion of the Sears redevelopment at Brookfield Square in Milwaukee, Wisconsin. Construction on the approximately 120,000-square-foot project, which included razing the entire Sears building, began in April 2018, and delivered new-to-market dining, entertainment, and other uses to the property.

Anchor replacements recently opened or pending include (complete list and additional information can be found in the financial supplement):

Property	Prior Tenant	New Tenant(s)	Construction/Opening Status
CherryVale Mall	Bergner's	Choice Home Center	Open
Eastland Mall	JCPenney	H&M, Planet Fitness	Open
Jefferson Mall	Macy's	Round1	Open
Northwoods Mall	Sears	Burlington	Open
Kentucky Oaks Mall	Sears	Burlington, Ross Dress for Less	Open
West Towne	Sears	Dave & Busters, Total Wine	Open
Hanes Mall	Shops	Dave & Busters	Open
Parkdale Mall	Macy's	Dick's, Five Below, HomeGoods	Open
Brookfield Square	Sears	Marcus Theatres, Whirlyball	Open
Laurel Park Place	Carson's	Dunham's Sports	Open
Meridian Mall	Younkers	High Caliber Karts	Open
Stroud Mall	Boston	Shoprite	Open
Kentucky Oaks Mall	Elder Beerman	HomeGoods and Five Below	November 2019
Frontier Mall	Sears	Jax Outdoor Gear	November 2019
Stroud Mall	Sears	Furniture Outlet	December 2019
Dakota Square	Herberger's	Ross Dress for Less	January 2020
Hamilton Place	Sears	Dick's Sporting Goods, Dave & Busters, Aloft Hotel, office	Under construction - Spring 2020/ 2021 (Aloft)
CherryVale Mall	Sears	Tilt	Under construction - Q1/Q2 '20
Imperial Valley	Sears	Hobby Lobby	Under construction - 2020
Westmoreland Mall	BonTon	Stadium Live! Casino	2020

Property	Prior Tenant	New Tenant(s)	Construction/Opening Status
York Galleria	Sears	Penn National Casino	2020
Richland Mall	Sears	Dillard's	2020
Cross Creek Mall	Sears	Entertainment User	Construction start in 2020
South County Center	Sears	Round1	Opening TBD
Hanes Mall	Sears	Novant Health	Opening TBD
West Towne Mall	Sears	Von Maur	2021

OUTLOOK AND GUIDANCE

CBL anticipates achieving 2019 FFO, as adjusted, in the range of $1.30 - $1.35 per diluted share, which is consistent with guidance provided in the prior quarter. Guidance incorporates a reserve in the range of $5.0 - $15.0 million (the "Reserve") for potential future unbudgeted loss in rent from tenant bankruptcies, store closures or lease modifications that may occur in 2019. Based on bankruptcy and leasing activity year-to-date, including the impact of any co-tenancy, CBL currently expects to utilize approximately $8 - $10 million of the Reserve.

Key assumptions underlying guidance are as follows:

	Low	High
2019 FFO, as adjusted, per share (includes the Reserve)	1.30	1.35
2019 Change in Same-Center NOI ("SC NOI") (includes the Reserve)	(7.75)%	(6.25)%
Reserve for unbudgeted lost rents included in SC NOI and FFO	$15.0 million	$5.0 million
Updated expectation for gains on outparcel sales	$2.0 million	$4.0 million

Reconciliation of GAAP net income (loss) to 2019 FFO, as adjusted, per share guidance:

	Low	High
Expected diluted earnings per common share	$ (0.83)	$ (0.78)
Adjust to fully converted shares from common shares	0.11	0.11
Expected earnings per diluted, fully converted common share	(0.72)	(0.67)
Add: depreciation and amortization	1.53	1.53
Less: gain on depreciable property	(0.11)	(0.11)
Add: loss on impairment	0.74	0.74
Add: noncontrolling interest in loss of Operating Partnership	(0.10)	(0.10)
Expected FFO, as adjusted, per diluted, fully converted common share	$ 1.34	$ 1.39
Add: Litigation settlement	0.32	0.32
Adjustment for certain significant items	(0.36)	(0.36)
Expected adjusted FFO per diluted, fully converted common share	$ 1.30	$ 1.35

INVESTOR CONFERENCE CALL AND WEBCAST

CBL Properties will host a conference call on Friday, November 1, 2019, at 11:00 a.m. ET. To access this interactive teleconference, dial (888) 317-6003 or (412) 317-6061 and enter the confirmation number, 7355952. A replay of the conference call will be available through November 8, 2019, by dialing (877) 344-7529 or (412) 317-0088 and entering the confirmation number, 10134286.

The Company will also provide an online webcast and rebroadcast of its third quarter 2019 earnings release conference call. The live broadcast of the quarterly conference call will be available online at cblproperties.com on Friday, November 1, 2019, beginning at 11:00 a.m. ET. The online replay will follow shortly after the call.

To receive the CBL Properties third quarter earnings release and supplemental information, please visit the Invest section of our website at **cblproperties.com**.

ABOUT CBL PROPERTIES

Headquartered in Chattanooga, TN, CBL Properties owns and manages a national portfolio of market-dominant properties located in dynamic and growing communities. CBL's portfolio is comprised of 108 properties totaling 68.2 million square feet across 26 states, including 68 high-quality enclosed, outlet and open-air retail centers and 9 properties managed for third parties. CBL continuously strengthens its company and portfolio through active management, aggressive leasing and profitable reinvestment in its properties. For more information visit **cblproperties.com**.

ADOPTION OF NEW LEASE ACCOUNTING STANDARD

The Company adopted Accounting Standards Codification ("ASC") 842, *Leases*, effective January 1, 2019, which resulted in the Company revising the presentation of rental revenues in its consolidated statements of operations. In the past, certain components of rental revenues were shown separately in the consolidated statements of operations. Upon the adoption of ASC 842, these amounts have been combined into a single line item. Please see the Company's Supplemental Financial and Operating Information located in the Invest section of the Company's website for more information regarding the components of rental revenues.

NON-GAAP FINANCIAL MEASURES

Funds From Operations

FFO is a widely used non-GAAP measure of the operating performance of real estate companies that supplements net income (loss) determined in accordance with GAAP. The National Association of Real Estate Investment Trusts ("NAREIT") defines FFO as net income (loss) (computed in accordance with GAAP) excluding gains or losses on sales of depreciable operating properties and impairment losses of depreciable properties, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures and noncontrolling interests. Adjustments for unconsolidated partnerships and joint ventures and noncontrolling interests are calculated on the same basis. We define FFO as defined above by NAREIT less dividends on preferred stock of the Company or distributions on preferred units of the Operating Partnership, as applicable. The Company's method of calculating FFO may be different from methods used by other REITs and, accordingly, may not be comparable to such other REITs.

The Company believes that FFO provides an additional indicator of the operating performance of its properties without giving effect to real estate depreciation and amortization, which assumes the value of real estate assets declines predictably over time. Since values of well-maintained real estate assets have historically risen with market conditions, the Company believes that FFO enhances investors' understanding of its operating performance. The use of FFO as an indicator of financial performance is influenced not only by the operations of the Company's properties and interest rates, but also by its capital structure.

The Company presents both FFO allocable to Operating Partnership common unitholders and FFO allocable to common shareholders, as it believes that both are useful performance measures. The Company believes FFO allocable to Operating Partnership common unitholders is a useful performance measure since it conducts substantially all of its business through its Operating Partnership and, therefore, it reflects the performance of the properties in absolute terms regardless of the ratio of ownership interests of the Company's common shareholders and the noncontrolling interest in the Operating Partnership. The Company believes FFO allocable to its common shareholders is a useful performance measure because it is the performance measure that is most directly comparable to net income (loss) attributable to its common shareholders.

In the reconciliation of net income (loss) attributable to the Company's common shareholders to FFO allocable to Operating Partnership common unitholders, located in this earnings release, the Company makes an adjustment to add back noncontrolling interest in income (loss) of its Operating Partnership in order to arrive at FFO of the Operating Partnership common unitholders. The Company then applies a percentage to FFO of the Operating Partnership common unitholders to arrive at FFO allocable to its common shareholders. The percentage is computed by taking the weighted-average number of common shares outstanding for the period and dividing it by the sum of the weighted-average number of common shares and the weighted-average number of Operating Partnership units held by noncontrolling interests during the period.

FFO does not represent cash flows from operations as defined by GAAP, is not necessarily indicative of cash available to fund all cash flow needs and should not be considered as an alternative to net income (loss) for purposes of evaluating the Company's operating performance or to cash flow as a measure of liquidity.

The Company believes that it is important to identify the impact of certain significant items on its FFO measures for a reader to have a complete understanding of the Company's results of operations. Therefore, the Company has also presented adjusted FFO measures excluding these items from the applicable periods. Please refer to the reconciliation of net income (loss) attributable to common shareholders to FFO allocable to Operating Partnership common unitholders on page 9 of this news release for a description of these adjustments.

Same-center Net Operating Income

NOI is a supplemental non-GAAP measure of the operating performance of the Company's shopping centers and other properties. The Company defines NOI as property operating revenues (rental revenues, tenant reimbursements and other income) less property operating expenses (property operating, real estate taxes and maintenance and repairs).

The Company computes NOI based on the Operating Partnership's pro rata share of both consolidated and unconsolidated properties. The Company believes that presenting NOI and same-center NOI (described below) based on its Operating Partnership’s pro rata share of both consolidated and unconsolidated properties is useful since the Company conducts substantially all of its business through its Operating Partnership and, therefore, it reflects the performance of the properties in absolute terms regardless of the ratio of ownership interests of the Company's common shareholders and the noncontrolling interest in the Operating Partnership. The Company's definition of NOI may be different than that used by other companies and, accordingly, the Company's calculation of NOI may not be comparable to that of other companies.

Since NOI includes only those revenues and expenses related to the operations of the Company's shopping center properties, the Company believes that same-center NOI provides a measure that reflects trends in occupancy rates, rental rates, sales at the malls and operating costs and the impact of those trends on the Company's results of operations. The Company’s calculation of same-center NOI excludes lease termination income, straight-line rent adjustments, amortization of above and below market lease intangibles and write-off of landlord inducement assets in order to enhance the comparability of results from one period to another. A reconciliation of same-center NOI to net income is located at the end of this earnings release.

Pro Rata Share of Debt

The Company presents debt based on its pro rata ownership share (including the Company's pro rata share of unconsolidated affiliates and excluding noncontrolling interests' share of consolidated properties) because it believes this provides investors a clearer understanding of the Company's total debt obligations which affect the Company's liquidity. A reconciliation of the Company's pro rata share of debt to the amount of debt on the Company's condensed consolidated balance sheet is located at the end of this earnings release.

Information included herein contains "forward-looking statements" within the meaning of the federal securities laws. Such statements are inherently subject to risks and uncertainties, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Future events and actual events, financial and otherwise, may differ materially from the events and results discussed in the forward-looking statements. The reader is directed to the Company's various filings with the Securities and Exchange Commission, including without limitation the Company's Annual Report on Form 10-K, and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" included therein, for a discussion of such risks and uncertainties.

CBL & Associates Properties, Inc.
Supplemental Financial and Operating Information
For the Three and Nine Months Ended September 30, 2019

Consolidated Statements of Operations
(Unaudited; in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	**2018**	**2019**	**2018**
REVENUES (1):				
Rental revenues	**$ 179,071**	$ 200,311	**$ 555,444**	$ 620,608
Management, development and leasing fees	**2,216**	2,658	**7,325**	8,022
Other	**5,964**	3,909	**15,889**	13,046
Total revenues	**187,251**	206,878	**578,658**	641,676
OPERATING EXPENSES:				
Property operating	**(27,344)**	(30,004)	**(82,856)**	(92,357)
Depreciation and amortization	**(64,168)**	(71,945)	**(198,438)**	(217,261)
Real estate taxes	**(18,699)**	(19,433)	**(57,766)**	(61,737)
Maintenance and repairs	**(10,253)**	(11,475)	**(34,327)**	(36,713)
General and administrative	**(12,467)**	(16,051)	**(48,901)**	(47,845)
Loss on impairment	**(82,611)**	(14,600)	**(149,044)**	(84,644)
Litigation settlement	**22,688**	—	**(65,462)**	—
Other	**(7)**	(38)	**(41)**	(377)
Total operating expenses	**(192,861)**	(163,546)	**(636,835)**	(540,934)
OTHER INCOME (EXPENSES):				
Interest and other income	**1,367**	283	**2,212**	714
Interest expense	**(50,515)**	(55,194)	**(156,995)**	(163,164)
Gain on extinguishment of debt	**—**	—	**71,722**	—
Gain on investments/deconsolidation	**11,174**	—	**11,174**	387
Gain on sales of real estate assets	**8,056**	7,880	**13,811**	15,998
Income tax benefit (provision)	**(1,670)**	(1,034)	**(2,622)**	1,846
Equity in earnings (losses) of unconsolidated affiliates	**(1,759)**	1,762	**3,421**	9,869
Total other expenses	**(33,347)**	(46,303)	**(57,277)**	(134,350)
Net loss	**(38,957)**	(2,971)	**(115,454)**	(33,608)
Net (income) loss attributable to noncontrolling interests in:				
Operating Partnership	**6,808**	1,628	**20,020**	8,978
Other consolidated subsidiaries	**(763)**	(24)	**(631)**	369
Net loss attributable to the Company	**(32,912)**	(1,367)	**(96,065)**	(24,261)
Preferred dividends	**(11,223)**	(11,223)	**(33,669)**	(33,669)
Net loss attributable to common shareholders	**$ (44,135)**	$ (12,590)	**$ (129,734)**	$ (57,930)
Basic and diluted per share data attributable to common shareholders:				
Net loss attributable to common shareholders	**$ (0.26)**	$ (0.07)	**$ (0.75)**	$ (0.34)
Weighted-average common and potential dilutive common shares outstanding	**173,471**	172,665	**173,400**	172,426

(1) See "Adoption of Lease Accounting Standard" on page 6 for further information on the presentation of rental revenues in accordance with the new standard adopted effective January 1, 2019.

CBL & Associates Properties, Inc.
Supplemental Financial And Operating Information
For the Three and Nine Months Ended September 30, 2019

The Company's reconciliation of net loss attributable to common shareholders to FFO allocable to Operating Partnership common unitholders is as follows:
(in thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	**2018**	**2019**	**2018**
Net loss attributable to common shareholders	**$ (44,135)**	$ (12,590)	**$ (129,734)**	$ (57,930)
Noncontrolling interest in loss of Operating Partnership	**(6,808)**	(1,628)	**(20,020)**	(8,978)
Depreciation and amortization expense of:				
Consolidated properties	**64,168**	71,945	**198,438**	217,261
Unconsolidated affiliates	**14,471**	10,438	**36,599**	31,177
Non-real estate assets	**(920)**	(910)	**(2,719)**	(2,748)
Noncontrolling interests' share of depreciation and amortization in other consolidated subsidiaries	**(2,031)**	(2,136)	**(6,836)**	(6,424)
Loss on impairment	**82,611**	14,600	**149,044**	84,644
Loss on impairment of unconsolidated affiliates	**—**	1,022	**—**	1,022
Gain on depreciable property, net of taxes	**(16,914)**	(3,307)	**(21,755)**	(5,543)
FFO allocable to Operating Partnership common unitholders	**90,442**	77,434	**203,017**	252,481
Litigation settlement, net of taxes (1)	**(22,688)**	—	**64,979**	—
Gain on investments, net of taxes (2)	**—**	—	**—**	(287)
Non-cash default interest expense (3)	**—**	1,784	**542**	3,616
Gain on extinguishment of debt (4)	**—**	—	**(71,722)**	—
FFO allocable to Operating Partnership common unitholders, as adjusted	**$ 67,754**	$ 79,218	**$ 196,816**	$ 255,810
FFO per diluted share	**$ 0.45**	$ 0.39	**$ 1.01**	$ 1.26
FFO, as adjusted, per diluted share	**$ 0.34**	$ 0.40	**$ 0.98**	$ 1.28
Weighted-average common and potential dilutive common shares outstanding with Operating Partnership units fully converted	**200,230**	199,432	**200,158**	199,630

(1) The three months ended September 30, 2019 represents a reduction of $22,688 to the accrued maximum expense of $88,150 related to the settlement of a class action lawsuit that was recorded in the three months ended March 31, 2019. A majority of the reduction of $22,688 relates to past tenants that did not submit a claim pursuant to the terms of the settlement agreement with the remainder relating to tenants that opted out of the lawsuit. The nine months ended September 30, 2019 is comprised of the accrued maximum expense related to the settlement of a class action lawsuit less the reduction recorded in the three months ended September 30, 2019.

(2) The nine months ended September 30, 2018 includes a gain on investment related to the land contributed by the Company to the Self Storage at Mid Rivers 50/50 joint venture.

(3) The nine months ended September 30, 2019 includes default interest expense related to Acadiana Mall and Cary Towne Center. The three months and nine months ended September 30, 2018 include default interest expense related to Acadiana Mall and Cary Towne Center.

(4) The nine months ended September 30, 2019 includes a gain on extinguishment of debt related to the non-recourse loan secured by Acadiana Mall, which was conveyed to the lender in the first quarter of 2019, and a gain on extinguishment of debt related to the non-recourse loan secured by Cary Towne Center, which was sold in the first quarter of 2019.

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The reconciliation of diluted EPS to FFO per diluted share is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Diluted EPS attributable to common shareholders	**$ (0.26)**	$ (0.07)	**$ (0.75)**	$ (0.34)
Eliminate amounts per share excluded from FFO:				
Depreciation and amortization expense, including amounts from consolidated properties, unconsolidated affiliates, non-real estate assets and excluding amounts allocated to noncontrolling interests	**0.38**	0.40	**1.13**	1.20
Loss on impairment	**0.42**	0.08	**0.74**	0.43
Gain on depreciable property, net of taxes	**(0.09)**	(0.02)	**(0.11)**	(0.03)
FFO per diluted share	**$ 0.45**	$ 0.39	**$ 1.01**	$ 1.26

The reconciliations of FFO allocable to Operating Partnership common unitholders to FFO allocable to common shareholders, including and excluding the adjustments noted above, are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
FFO allocable to Operating Partnership common unitholders	**$ 90,442**	$ 77,434	**$ 203,017**	$ 252,481
Percentage allocable to common shareholders (1)	**86.64%**	86.58%	**86.63%**	86.37%
FFO allocable to common shareholders	**$ 78,359**	$ 67,042	**$ 175,874**	$ 218,068
FFO allocable to Operating Partnership common unitholders, as adjusted	**$ 67,754**	$ 79,218	**$ 196,816**	$ 255,810
Percentage allocable to common shareholders (1)	**86.64%**	86.58%	**86.63%**	86.37%
FFO allocable to common shareholders, as adjusted	**$ 58,702**	$ 68,587	**$ 170,502**	$ 220,943

(1) Represents the weighted-average number of common shares outstanding for the period divided by the sum of the weighted-average number of common shares and the weighted-average number of Operating Partnership units outstanding during the period. See the reconciliation of shares and Operating Partnership units outstanding on page 14.

CBL & Associates Properties, Inc.
Supplemental Financial And Operating Information
For the Three and Nine Months Ended September 30, 2019

SUPPLEMENTAL FFO INFORMATION:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	**2018**	**2019**	**2018**
Lease termination fees	**$ 848**	$ 783	**$ 2,938**	$ 9,788
Lease termination fees per share	**$ —**	$ —	**$ 0.01**	$ 0.05
Straight-line rental income	**$ 1,348**	$ 388	**$ 2,302**	$ (3,923)
Straight-line rental income per share	**$ 0.01**	$ —	**$ 0.01**	$ (0.02)
Gains on outparcel sales, net of taxes	**$ 1,961**	$ 4,548	**$ 2,894**	$ 11,033
Gains on outparcel sales, net of taxes per share	**$ 0.01**	$ 0.02	**$ 0.01**	$ 0.06
Net amortization of acquired above- and below-market leases	**$ 533**	$ (1,210)	**$ 2,032**	$ 982
Net amortization of acquired above- and below-market leases per share	**$ —**	$ (0.01)	**$ 0.01**	$ —
Net amortization of debt premiums and discounts	**$ 333**	$ 314	**$ 982**	$ 727
Net amortization of debt premiums and discounts per share	**$ —**	$ —	**$ —**	$ —
Income tax benefit (provision)	**$ (1,670)**	$ (1,034)	**$ (2,622)**	$ 1,846
Income tax benefit (provision) per share	**$ (0.01)**	$ (0.01)	**$ (0.01)**	$ 0.01
Gain on extinguishment of debt	**$ —**	$ —	**$ 71,722**	$ —
Gain on extinguishment of debt per share	**$ —**	$ —	**$ 0.36**	$ —
Gain on investments, net of taxes	**$ —**	$ —	**$ —**	$ 287
Gain on investments, net of taxes per share	**$ —**	$ —	**$ —**	$ —
Non-cash default interest expense	**$ —**	$ (1,784)	**$ (542)**	$ (3,616)
Non-cash default interest expense per share	**$ —**	$ (0.01)	**$ —**	$ (0.02)
Abandoned projects expense	**$ (7)**	$ (38)	**$ (41)**	$ (377)
Abandoned projects expense per share	**$ —**	$ —	**$ —**	$ —
Interest capitalized	**$ 787**	$ 1,198	**$ 1,969**	$ 2,736
Interest capitalized per share	**$ —**	$ 0.01	**$ 0.01**	$ 0.01
Litigation settlement, net of taxes	**$ 22,688**	$ —	**$ (64,979)**	$ —
Litigation settlement, net of taxes per share	**$ 0.11**	$ —	**$ (0.32)**	$ —

	As of September 30,	
	2019	**2018**
Straight-line rent receivable	**$ 55,974**	$ 57,284

CBL & Associates Properties, Inc.
Supplemental Financial And Operating Information
For the Three and Nine Months Ended September 30, 2019

Same-center Net Operating Income
(Dollars in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	**2019**	2018
Net loss	**$ (38,957)**	$ (2,971)	**$ (115,454)**	$ (33,608)
Adjustments:				
Depreciation and amortization	**64,168**	71,945	**198,438**	217,261
Depreciation and amortization from unconsolidated affiliates	**14,471**	10,438	**36,599**	31,177
Noncontrolling interests' share of depreciation and amortization in other consolidated subsidiaries	**(2,031)**	(2,136)	**(6,836)**	(6,424)
Interest expense	**50,515**	55,194	**156,995**	163,164
Interest expense from unconsolidated affiliates	**6,686**	6,551	**19,842**	18,849
Noncontrolling interests' share of interest expense in other consolidated subsidiaries	**(1,561)**	(1,875)	**(5,044)**	(5,912)
Abandoned projects expense	**7**	38	**41**	377
Gain on sales of real estate assets	**(8,056)**	(7,880)	**(13,811)**	(15,998)
(Gain) loss on sales of real estate assets of unconsolidated affiliates	**—**	28	**(627)**	(564)
Gain on investments/deconsolidation	**(11,174)**	—	**(11,174)**	(387)
Gain on extinguishment of debt	**—**	—	**(71,722)**	—
Loss on impairment	**82,611**	14,600	**149,044**	84,644
Litigation settlement	**(22,688)**	—	**65,462**	—
Income tax (benefit) provision	**1,670**	1,034	**2,622**	(1,846)
Lease termination fees	**(848)**	(783)	**(2,938)**	(9,788)
Straight-line rent and above- and below-market lease amortization	**(1,881)**	822	**(4,334)**	2,941
Net (income) loss attributable to noncontrolling interests in other consolidated subsidiaries	**(763)**	(24)	**(631)**	369
General and administrative expenses	**12,467**	16,051	**48,901**	47,845
Management fees and non-property level revenues	**(2,293)**	(2,293)	**(9,077)**	(9,642)
Operating Partnership's share of property NOI	**142,343**	158,739	**436,296**	482,458
Non-comparable NOI	**(3,292)**	(10,967)	**(14,855)**	(36,409)
Total same-center NOI [(1)]	**$ 139,051**	$ 147,772	**$ 421,441**	$ 446,049
Total same-center NOI percentage change	**(5.9)%**		**(5.5)%**	

CBL & Associates Properties, Inc.
Supplemental Financial And Operating Information
For the Three and Nine Months Ended September 30, 2019

Same-center Net Operating Income
(Continued)

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2019		**2018**		**2019**		**2018**	
Malls	**$**	**124,649**	$	133,908	**$**	**378,364**	$	404,369
Associated centers		**8,317**		8,133		**24,610**		24,094
Community centers		**5,052**		4,869		**15,216**		14,610
Offices and other		**1,033**		862		**3,251**		2,976
Total same-center NOI (1)	**$**	**139,051**	$	147,772	**$**	**421,441**	$	446,049

	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2019
Percentage Change:		
Malls	**(6.9)%**	**(6.4)%**
Associated centers	**2.3 %**	**2.1 %**
Community centers	**3.8 %**	**4.1 %**
Offices and other	**19.8 %**	**9.2 %**
Total same-center NOI (1)	**(5.9)%**	**(5.5)%**

(1) CBL defines NOI as property operating revenues (rental revenues, tenant reimbursements and other income), less property operating expenses (property operating, real estate taxes and maintenance and repairs). Same-center NOI excludes lease termination income, straight-line rent adjustments, amortization of above and below market lease intangibles and write-offs of landlord inducement assets. We include a property in our same-center pool when we own all or a portion of the property as of September 30, 2019, and we owned it and it was in operation for both the entire preceding calendar year and the current year-to-date reporting period ending September 30, 2019. New properties are excluded from same-center NOI, until they meet this criteria. Properties excluded from the same-center pool that would otherwise meet this criteria are properties which are under major redevelopment or being considered for repositioning, where we intend to renegotiate the terms of the debt secured by the related property or return the property to the lender.

CBL & Associates Properties, Inc.
Supplemental Financial And Operating Information
As of September 30, 2019 and 2018

Company's Share of Consolidated and Unconsolidated Debt
(Dollars in thousands)

	As of September 30, 2019				
	Fixed Rate	Variable Rate	Total per Debt Schedule	Unamortized Deferred Financing Costs	Total
Consolidated debt	$ 2,860,889	$ 855,758	$ 3,716,647	$ (17,640)	$ 3,699,007
Noncontrolling interests' share of consolidated debt	(74,486)	—	(74,486)	516	(73,970)
Company's share of unconsolidated affiliates' debt	565,242	82,995	648,237	(2,607)	645,630
Company's share of consolidated and unconsolidated debt	$ 3,351,645	$ 938,753	$ 4,290,398	$ (19,731)	$ 4,270,667
Weighted-average interest rate	5.10%	4.40%	4.95%		

	As of September 30, 2018				
	Fixed Rate	Variable Rate	Total per Debt Schedule	Unamortized Deferred Financing Costs	Total
Consolidated debt	$ 3,160,776	$ 970,508	$ 4,131,284	$ (15,476)	$ 4,115,808
Noncontrolling interests' share of consolidated debt	(94,787)	—	(94,787)	611	(94,176)
Company's share of unconsolidated affiliates' debt	553,339	96,598	649,937	(2,826)	647,111
Company's share of consolidated and unconsolidated debt	$ 3,619,328	$ 1,067,106	$ 4,686,434	$ (17,691)	$ 4,668,743
Weighted-average interest rate	5.16%	4.01%	4.90%		

Total Market Capitalization as of September 30, 2019
(In thousands, except stock price)

	Shares Outstanding	Stock Price (1)	Value
Common stock and Operating Partnership units	200,228	$ 1.29	$ 258,294
7.375% Series D Cumulative Redeemable Preferred Stock	1,815	250.00	453,750
6.625% Series E Cumulative Redeemable Preferred Stock	690	250.00	172,500
Total market equity			884,544
Company's share of total debt, excluding unamortized deferred financing costs			4,290,398
Total market capitalization			$ 5,174,942

(1) Stock price for common stock and Operating Partnership units equals the closing price of the common stock on September 30, 2019. The stock prices for the preferred stocks represent the liquidation preference of each respective series.

Reconciliation of Shares and Operating Partnership Units Outstanding
(In thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	Basic	Diluted	Basic	Diluted
2019:				
Weighted-average shares - EPS	173,471	173,471	173,400	173,400
Weighted-average Operating Partnership units	26,759	26,759	26,758	26,758
Weighted-average shares - FFO	200,230	200,230	200,158	200,158
2018:				
Weighted-average shares - EPS	172,665	172,665	172,426	172,426
Weighted-average Operating Partnership units	26,767	26,767	27,204	27,204
Weighted-average shares - FFO	199,432	199,432	199,630	199,630

CBL & Associates Properties, Inc.
Supplemental Financial And Operating Information
As of September 30, 2019

Consolidated Balance Sheets
(Unaudited; in thousands, except share data)

	As of	
	September 30, 2019	**December 31, 2018**
ASSETS		
Real estate assets:		
Land	**$ 747,218**	$ 793,944
Buildings and improvements	**5,916,546**	6,414,886
	6,663,764	7,208,830
Accumulated depreciation	**(2,454,859)**	(2,493,082)
	4,208,905	4,715,748
Held for sale	**—**	30,971
Developments in progress	**63,891**	38,807
Net investment in real estate assets	**4,272,796**	4,785,526
Cash and cash equivalents	**34,565**	25,138
Receivables:		
Tenant, net of allowance for doubtful accounts of $2,337 in 2018	**76,947**	77,788
Other, net of allowance for doubtful accounts of $838 in 2018	**6,577**	7,511
Mortgage and other notes receivable	**5,818**	7,672
Investments in unconsolidated affiliates	**279,934**	283,553
Intangible lease assets and other assets	**146,358**	153,665
	$ 4,822,995	$ 5,340,853
LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY		
Mortgage and other indebtedness, net	**$ 3,699,007**	$ 4,043,180
Accounts payable and accrued liabilities	**260,264**	218,217
Liabilities related to assets held for sale	**—**	43,716
Total liabilities	**3,959,271**	4,305,113
Commitments and contingencies		
Redeemable noncontrolling interests	**2,278**	3,575
Shareholders' equity:		
Preferred stock, $.01 par value, 15,000,000 shares authorized:		
7.375% Series D Cumulative Redeemable Preferred Stock, 1,815,000 shares outstanding	**18**	18
6.625% Series E Cumulative Redeemable Preferred Stock, 690,000 shares outstanding	**7**	7
Common stock, $.01 par value, 350,000,000 shares authorized, 173,469,264 and 172,656,458 issued and outstanding in 2019 and 2018, respectively	**1,735**	1,727
Additional paid-in capital	**1,965,230**	1,968,280
Dividends in excess of cumulative earnings	**(1,148,639)**	(1,005,895)
Total shareholders' equity	**818,351**	964,137
Noncontrolling interests	**43,095**	68,028
Total equity	**861,446**	1,032,165
	$ 4,822,995	$ 5,340,853

CBL & Associates Properties, Inc.
Supplemental Financial And Operating Information
As of September 30, 2019

Condensed Combined Financial Statements - Unconsolidated Affiliates
(Unaudited; in thousands)

	As of	
	September 30, 2019	**December 31, 2018**
ASSETS:		
Investment in real estate assets	**$ 2,135,627**	$ 2,097,088
Accumulated depreciation	**(741,802)**	(674,275)
	1,393,825	1,422,813
Developments in progress	**27,309**	12,569
Net investment in real estate assets	**1,421,134**	1,435,382
Other assets	**150,597**	188,521
Total assets	**$ 1,571,731**	$ 1,623,903
LIABILITIES:		
Mortgage and other indebtedness, net	**$ 1,252,003**	$ 1,319,949
Other liabilities	**44,194**	39,777
Total liabilities	**1,296,197**	1,359,726
OWNERS' EQUITY:		
The Company	**173,340**	191,050
Other investors	**102,194**	73,127
Total owners' equity	**275,534**	264,177
Total liabilities and owners' equity	**$ 1,571,731**	$ 1,623,903

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	**2018**	**2019**	**2018**
Total revenues	**$ 52,867**	$ 54,579	**$ 162,964**	$ 166,843
Depreciation and amortization	**(26,172)**	(19,606)	**(66,398)**	(58,918)
Operating expenses	**(16,394)**	(17,215)	**(49,433)**	(54,026)
Income from operations	**10,301**	17,758	**47,133**	53,899
Interest and other income	**456**	355	**1,155**	1,059
Interest expense	**(13,092)**	(13,368)	**(42,250)**	(38,845)
Loss on impairment	**—**	(89,826)	**—**	(89,826)
Gain on extinguishment of debt	**83,635**	—	**83,635**	—
Gain (loss) on sales of real estate assets	**—**	(55)	**630**	1,128
Net income (loss)	**$ 81,300**	$ (85,136)	**$ 90,303**	$ (72,585)

	Company's Share for the Three Months Ended September 30,		Company's Share for the Nine Months Ended September 30,	
	2019	**2018**	**2019**	**2018**
Total revenues	**$ 27,486**	$ 28,057	**$ 82,694**	$ 86,198
Depreciation and amortization	**(14,471)**	(10,438)	**(36,599)**	(31,177)
Operating expenses	**(8,381)**	(8,503)	**(24,235)**	(26,575)
Income from operations	**4,634**	9,116	**21,860**	28,446
Interest and other income	**293**	247	**776**	730
Interest expense	**(6,686)**	(6,551)	**(19,842)**	(18,849)
Loss on impairment	**—**	(1,022)	**—**	(1,022)
Gain (loss) on sales of real estate assets	**—**	(28)	**627**	564

Net income (loss)	**$ (1,759)**	$ 1,762	**$ 3,421**	$ 9,869

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EBITDA for real estate ("EBITDA*re*") is a non-GAAP financial measure which NAREIT defines as net income (loss) (computed in accordance with GAAP), plus interest expense, income tax expense, depreciation and amortization, losses (gains) on the dispositions of depreciable property and impairment write-downs of depreciable property, and after adjustments to reflect the Company's share of EBITDA*re* from unconsolidated affiliates. The Company also calculates Adjusted EBITDA*re* to exclude the non-controlling interest in EBITDA*re* of consolidated entities, and the Company's share of abandoned projects expense, gain or loss on extinguishment of debt and litigation settlement, net of taxes.

The Company presents the ratio of Adjusted EBITDA*re* to interest expense because the Company believes that the Adjusted EBITDA*re* to interest coverage ratio, along with cash flows from operating activities, investing activities and financing activities, provides investors an additional indicator of the Company's ability to incur and service debt. Adjusted EBITDA*re* excludes items that are not a normal result of operations which assists the Company and investors in distinguishing changes related to the growth or decline of operations at our properties. EBITDA*re* and Adjusted EBITDA*re*, as presented, may not be comparable to similar measures calculated by other companies. This non-GAAP measure should not be considered as an alternative to net income, cash from operating activities or any other measure calculated in accordance with GAAP. Pro rata amounts listed below are calculated using the Company's ownership percentage in the respective joint venture and any other applicable terms.

Ratio of Adjusted EBITDA*re* to Interest Expense
(Dollars in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	**2018**	**2019**	**2018**
Net loss	**$ (38,957)**	$ (2,971)	**$ (115,454)**	$ (33,608)
Depreciation and amortization	**64,168**	71,945	**198,438**	217,261
Depreciation and amortization from unconsolidated affiliates	**14,471**	10,438	**36,599**	31,177
Interest expense	**50,515**	55,194	**156,995**	163,164
Interest expense from unconsolidated affiliates	**6,686**	6,551	**19,842**	18,849
Income taxes	**1,806**	1,193	**3,249**	(1,262)
Loss on impairment	**82,611**	14,600	**149,044**	84,644
Loss on impairment of unconsolidated affiliates	**—**	1,022	**—**	1,022
Gain on depreciable property	**(5,371)**	(3,307)	**(10,709)**	(5,543)
Gain on investments/deconsolidation	**(11,174)**	—	**(11,174)**	(387)
EBITDA*re* (1)	**164,755**	154,665	**426,830**	475,317
Gain on extinguishment of debt	**—**	—	**(71,722)**	—
Litigation settlement	**(22,688)**	—	**65,462**	—
Abandoned projects	**7**	38	**41**	377
Net (income) loss attributable to noncontrolling interests in other consolidated subsidiaries	**(763)**	(24)	**(631)**	369
Noncontrolling interests' share of depreciation and amortization in other consolidated subsidiaries	**(2,031)**	(2,136)	**(6,836)**	(6,424)
Noncontrolling interests' share of interest expense in other consolidated subsidiaries	**(1,561)**	(1,875)	**(5,044)**	(5,912)
Company's share of Adjusted EBITDA*re*	**$ 137,719**	$ 150,668	**$ 408,100**	$ 463,727

(1) Includes $2,478 and $4,597 for the three months ended September 30, 2019 and 2018, respectively, and $3,522 and $11,071 for the nine months ended September 30, 2019 and 2018, respectively, related to sales of non-depreciable real estate assets.

Interest Expense:				
Interest expense	**$ 50,515**	$ 55,194	**$ 156,995**	$ 163,164
Interest expense from unconsolidated affiliates	**6,686**	6,551	**19,842**	18,849
Noncontrolling interests' share of interest expense in other consolidated subsidiaries	**(1,561)**	(1,875)	**(5,044)**	(5,912)
Company's share of interest expense	**$ 55,640**	$ 59,870	**$ 171,793**	$ 176,101
Ratio of Adjusted EBITDA*re* to Interest Expense	**2.5x**	2.5x	**2.4x**	2.6x

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Company's share of Adjusted EBITDA*re*	**$ 137,719**	$ 150,668	**$ 408,100**	$ 463,727
Interest expense	**(50,515)**	(55,194)	**(156,995)**	(163,164)
Noncontrolling interests' share of interest expense in other consolidated subsidiaries	**1,561**	1,875	**5,044**	5,912
Income taxes	**(1,806)**	(1,193)	**(3,249)**	1,262
Net amortization of deferred financing costs, debt premiums and discounts	**2,022**	1,858	**6,328**	5,451
Net amortization of intangible lease assets and liabilities	**(141)**	1,634	**(1,212)**	198
Depreciation and interest expense from unconsolidated affiliates	**(21,157)**	(16,989)	**(56,441)**	(50,026)
Loss on impairment of unconsolidated affiliates	**—**	(1,022)	**—**	(1,022)
Litigation settlement	**22,688**	—	**(65,462)**	—
Noncontrolling interests' share of depreciation and amortization in other consolidated subsidiaries	**2,031**	2,136	**6,836**	6,424
Net income (loss) attributable to noncontrolling interests in other consolidated subsidiaries	**763**	24	**631**	(369)
Gain on outparcel sales	**(2,685)**	(4,573)	**(3,102)**	(10,455)
Gain on insurance proceeds	**—**	—	**(421)**	—
Equity in earnings (losses) of unconsolidated affiliates	**1,759**	(1,762)	**(3,421)**	(9,869)
Distributions of earnings from unconsolidated affiliates	**4,315**	2,905	**15,635**	12,574
Share-based compensation expense	**900**	912	**3,838**	4,310
Change in estimate of uncollectable rental revenues	**(188)**	487	**1,504**	3,273
Change in deferred tax assets	**936**	(713)	**1,026**	(2,706)
Changes in operating assets and liabilities	**1,774**	23,479	**67,369**	18,894
Cash flows provided by operating activities	**$ 99,976**	$ 104,532	**$ 226,008**	$ 284,414

Components of Consolidated Rental Revenues

The Company adopted Accounting Standards Codification ("ASC") 842, *Leases*, effective January 1, 2019, which resulted in the Company revising the presentation of rental revenues in its consolidated statements of operations. In the past, certain components of rental revenues were shown separately in the consolidated statement of operations. Upon the adoption of ASC 842, these amounts have been combined into a single line item. As a result of the adoption of ASC 842, the Company believes that the following presentation is useful to users of the Company's consolidated financial statements as it depicts how amounts reported in the Company's historical financial statements prior to the adoption of ASC 842 are reflected in the current presentation in accordance with ASC 842.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Minimum rents	**$ 129,781**	$ 142,247	**$ 399,494**	$ 441,096
Percentage rents	**2,473**	2,429	**7,797**	6,610
Other rents	**2,142**	2,347	**6,668**	6,898
Tenant reimbursements	**44,487**	53,288	**142,989**	166,004
Estimate of uncollectable amounts (1)	**188**	—	**(1,504)**	—
Total rental revenues	**$ 179,071**	$ 200,311	**$ 555,444**	$ 620,608

(1) Prior to the adoption of ASC 842, uncollectable amounts were recorded as bad debt expense, which was included in property operating expense, and was $487 and $3,273 for the three and nine months ended September 30, 2018, respectively.

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Schedule of Mortgage and Other Indebtedness
(Dollars in thousands)

Property	Location	Non-controlling Interest %	Original Maturity Date	Optional Extended Maturity Date	Interest Rate	Balance	Balance Fixed	Balance Variable
Operating Properties:								
Greenbrier Mall	Chesapeake, VA		Dec-19		5.41%	$ 65,401	$ 65,401	$ —
Hickory Point Mall	Forsyth, IL		Dec-19		5.85%	27,446	27,446	—
The Outlet Shoppes at Atlanta - Phase II	Woodstock, GA		Dec-19		4.60%	4,476	—	4,476
The Terrace	Chattanooga, TN		Jun-20		7.25%	12,035	12,035	—
Burnsville Center	Burnsville, MN		Jul-20		6.00%	65,493	65,493	—
The Outlet Shoppes of the Bluegrass - Phase II	Simpsonville, KY		Jul-20		4.60%	9,302	—	9,302
Parkway Place	Huntsville, AL		Jul-20		6.50%	33,596	33,596	—
Valley View Mall	Roanoke, VA		Jul-20		6.50%	51,990	51,990	—
Parkdale Mall & Crossing	Beaumont, TX		Mar-21		5.85%	76,520	76,520	—
EastGate Mall	Cincinnati, OH		Apr-21		5.83%	32,813	32,813	—
Hamilton Crossing & Expansion	Chattanooga, TN		Apr-21		5.99%	8,598	8,598	—
Park Plaza Mall	Little Rock, AR		Apr-21		5.28%	79,090	79,090	—
Fayette Mall	Lexington, KY		May-21		5.42%	148,236	148,236	—
The Outlet Shoppes at Laredo	Laredo, TX		May-21		4.75%	42,400	—	42,400
Alamance Crossing - East	Burlington, NC		Jul-21		5.83%	44,776	44,776	—
Asheville Mall	Asheville, NC		Sep-21		5.80%	64,485	64,485	—
Cross Creek Mall	Fayetteville, NC		Jan-22		4.54%	112,366	112,366	—
Northwoods Mall	North Charleston, SC		Apr-22		5.08%	64,136	64,136	—
Arbor Place	Atlanta (Douglasville), GA		May-22		5.10%	107,456	107,456	—
CBL Center	Chattanooga, TN		Jun-22		5.00%	17,200	17,200	—
Jefferson Mall	Louisville, KY		Jun-22		4.75%	62,311	62,311	—
Southpark Mall	Colonial Heights, VA		Jun-22		4.85%	58,773	58,773	—
WestGate Mall	Spartanburg, SC		Jul-22		4.99%	33,062	33,062	—
The Outlet Shoppes at Atlanta	Woodstock, GA		Nov-23		4.90%	72,085	72,085	—
Volusia Mall	Daytona Beach, FL		May-24		4.56%	49,220	49,220	—
The Outlet Shoppes of the Bluegrass	Simpsonville, KY		Dec-24		4.05%	70,552	70,552	—
The Outlet Shoppes at Gettysburg	Gettysburg, PA		Oct-25		4.80%	37,298	37,298	—
Hamilton Place	Chattanooga, TN		Jun-26		4.36%	100,958	100,958	—
Total Loans On Operating Properties						**1,552,074**	**1,495,896**	**56,178**
Weighted-average interest rate						5.19%	5.21%	4.71%
Construction Loan:								
Brookfield Square Anchor Redevelopment	Brookfield, WI		Oct-21	Oct-22	4.99%	**21,061**	**—**	**21,061**
Operating Partnership Debt:								
Secured credit facility:								
$685,000 capacity			Jul-23		4.35%	304,769	—	304,769
Secured term loan			Jul-23		4.35%	473,750	—	473,750

Property	Location	Non-controlling Interest %	Original Maturity Date	Optional Extended Maturity Date	Interest Rate	Balance	Balance	
							Fixed	Variable
Senior unsecured notes:								
Senior unsecured 5.25% notes			Dec-23		5.25%	450,000	450,000	—
Senior unsecured 5.25% notes (discount)			Dec-23		5.25%	(2,225)	(2,225)	—
Senior unsecured 4.60% notes			Oct-24		4.60%	300,000	300,000	—
Senior unsecured 4.60% notes (discount)			Oct-24		4.60%	(42)	(42)	—
Senior unsecured 5.95% notes			Dec-26		5.95%	625,000	625,000	—
Senior unsecured 5.95% notes (discount)			Dec-26		5.95%	(7,740)	(7,740)	—
	SUBTOTAL					**1,364,993**	**1,364,993**	**—**
Total Consolidated Debt						**$ 3,716,647** (1)	**$ 2,860,889**	**$ 855,758**
Weighted-average interest rate						5.10%	5.31%	4.39%
Plus CBL's Share Of Unconsolidated Affiliates' Debt:								
Ambassador Town Center Infrastructure Improvements	Lafayette, LA		Aug-20		3.74%	$ 10,050 (2)	$ 10,050	$ —
The Shoppes at Eagle Point	Cookeville, TN		Oct-20	Oct-22	4.79%	17,594	—	17,594
Hammock Landing - Phase I	West Melbourne, FL		Feb-21	Feb-23	4.35%	20,001	—	20,001
Hammock Landing - Phase II	West Melbourne, FL		Feb-21	Feb-23	4.35%	7,869	$ —	7,869
The Pavilion at Port Orange	Port Orange, FL		Feb-21	Feb-23	4.35%	27,175	—	27,175
Springs at Port Orange	Port Orange, FL		Dec-21		4.45%	3,719	—	3,719
York Town Center	York, PA		Feb-22		4.90%	15,520	15,520	—
York Town Center - Pier 1	York, PA		Feb-22		4.84%	606	—	606
Eastgate Mall Self Storage	Cincinnati, OH		Dec-22		4.84%	3,073	—	3,073
West County Center	St. Louis, MO		Dec-22		3.40%	87,894	87,894	—
Friendly Shopping Center	Greensboro, NC		Apr-23		3.48%	46,567	46,567	—
Mid Rivers Self Storage	St. Peters, MO		Apr-23		4.85%	2,769	—	2,769
The Shops at Friendly Center	Greensboro, NC		Apr-23		3.34%	30,000	30,000	—
Ambassador Town Center	Lafayette, LA		Jun-23		3.22%	28,560 (3)	28,560	—
Parkdale Self Storage	Beaumont, TX		Jul-24		5.25%	189	—	189
Coastal Grand	Myrtle Beach, SC		Aug-24		4.09%	54,330	54,330	—
Coastal Grand Outparcel	Myrtle Beach, SC		Aug-24		4.09%	2,622	2,622	—
Oak Park Mall	Overland Park, KS		Oct-25		3.97%	133,231	133,231	—
Fremaux Town Center - Phase I	Slidell, LA		Jun-26		3.70%	43,547	43,547	—
CoolSprings Galleria	Nashville, TN		May-28		4.84%	75,918	75,918	—
The Outlet Shoppes at El Paso	El Paso, TX		Oct-28		5.10%	37,003	37,003	—
	SUBTOTAL					**648,237** (1)	**565,242**	**82,995**

Property	Location	Non-controlling Interest %	Original Maturity Date	Optional Extended Maturity Date	Interest Rate	Balance	Balance	
							Fixed	Variable
Less Noncontrolling Interests' Share Of Consolidated Debt:								
The Terrace	Chattanooga, TN	8%	Jun-20		7.25%	(963)	(963)	—
Hamilton Crossing & Expansion	Chattanooga, TN	8%	Apr-21		5.99%	(688)	(688)	—
CBL Center	Chattanooga, TN	8%	Jun-22		5.00%	(1,376)	(1,376)	—
The Outlet Shoppes at Atlanta	Woodstock, GA	25%	Nov-23		4.90%	(18,021)	(18,021)	—
The Outlet Shoppes of the Bluegrass	Simpsonville, KY	35%	Dec-24		4.05%	(24,693)	(24,693)	—
The Outlet Shoppes at Gettysburg	Gettysburg, PA	50%	Oct-25		4.80%	(18,649)	(18,649)	—
Hamilton Place	Chattanooga, TN	10%	Jun-26		4.36%	(10,096)	(10,096)	—
						(74,486)	**(74,486)**	**—**
Company's Share Of Consolidated And Unconsolidated Debt						**$ 4,290,398** (1)	**$ 3,351,645**	**$ 938,753**
Weighted-average interest rate						4.95%	5.10%	4.40%
Total Debt of Unconsolidated Affiliates:								
Ambassador Town Center Infrastructure Improvements	Lafayette, LA		Aug-20		3.74%	$ 10,050 (2)	$ 10,050	$ —
The Shoppes at Eagle Point	Cookeville, TN		Oct-20	Oct-22	4.79%	35,189	—	35,189
Hammock Landing - Phase I	West Melbourne, FL		Feb-21	Feb-23	4.35%	40,002	—	40,002
Hammock Landing - Phase II	West Melbourne, FL		Feb-21	Feb-23	4.35%	15,737	—	15,737
The Pavilion at Port Orange	Port Orange, FL		Feb-21	Feb-23	4.35%	54,350	—	54,350
Springs at Port Orange	Port Orange, FL		Dec-21		4.45%	8,549	—	8,549
York Town Center	York, PA		Feb-22		4.90%	31,041	31,041	—
York Town Center - Pier 1	York, PA		Feb-22		4.84%	1,213	—	1,213
EastGate Mall Self Storage	Cincinnati, OH		Dec-22		4.84%	6,145	—	6,145
West County Center	St. Louis, MO		Dec-22		3.40%	175,787	175,787	—
Friendly Shopping Center	Greensboro, NC		Apr-23		3.48%	93,134	93,134	—
Mid Rivers Mall Self Storage	St. Peters, MO		Apr-23		4.85%	5,538	—	5,538
The Shops at Friendly Center	Greensboro, NC		Apr-23		3.34%	60,000	60,000	—
Ambassador Town Center	Lafayette, LA		Jun-23		3.22%	43,938 (3)	43,938	—
Parkdale Self Storage	Beaumont, TX		Jul-24		5.25%	189	—	189
Coastal Grand	Myrtle Beach, SC		Aug-24		4.09%	108,660	108,660	—
Coastal Grand Outparcel	Myrtle Beach, SC		Aug-24		4.09%	5,243	5,243	—
Oak Park Mall	Overland Park, KS		Oct-25		3.97%	266,462	266,462	—
Fremaux Town Center - Phase I	Slidell, LA		Jun-26		3.70%	66,995	66,995	—
CoolSprings Galleria	Nashville, TN		May-28		4.84%	151,836	151,836	—
The Outlet Shoppes at El Paso	El Paso, TX		Oct-28		5.10%	74,007	74,007	—
						$ 1,254,065	**$ 1,087,153**	**$ 166,912**
Weighted-average interest rate						4.06%	3.99%	4.49%

(1) See page 14 for unamortized deferred financing costs.

(2) The joint venture has an interest rate swap on a notional amount of $10,050, amortizing to $9,360 over the term of the swap, related to Ambassador Town Center Infrastructure Improvements to effectively fix the interest rate on that variable-rate loan. Therefore, this amount is currently reflected as having a fixed rate.

(3) The joint venture has an interest rate swap on a notional amount of $43,938, amortizing to $38,866 over the term of the swap, related to Ambassador Town Center to effectively fix the interest rate on that variable-rate loan. Therefore, this amount is currently reflected as having a fixed rate.

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Schedule of Maturities of Mortgage and Other Indebtedness
(Dollars in thousands)

Based on Maturity Dates As Though All Extension Options Available Have Been Exercised:

Year	Consolidated Debt	CBL's Share of Unconsolidated Affiliates' Debt	Noncontrolling Interests' Share of Consolidated Debt	CBL's Share of Consolidated and Unconsolidated Debt	% of Total	Weighted Average Interest Rate
2019	$ 97,323	$ —	$ —	$ 97,323	2.27 %	5.50%
2020	172,416	10,050	(963)	181,503	4.23 %	6.12%
2021	496,918	3,719	(688)	499,949	11.65 %	5.52%
2022	476,365	124,687	(1,376)	599,676	13.98 %	4.65%
2023	1,300,604	162,941	(18,021)	1,445,524	33.69 %	4.58%
2024	419,772	57,141	(24,693)	452,220	10.54 %	4.47%
2025	37,298	133,231	(18,649)	151,880	3.54 %	4.07%
2026	725,958	43,547	(10,096)	759,409	17.70 %	5.63%
2028	—	112,921	—	112,921	2.63 %	4.93%
Face Amount of Debt	3,726,654	648,237	(74,486)	4,300,405	100.23 %	4.95%
Discounts	(10,007)	—	—	(10,007)	(0.23)%	—%
Total	$ 3,716,647	$ 648,237	$ (74,486)	$ 4,290,398	100.00 %	4.95%

Based on Original Maturity Dates:

Year	Consolidated Debt	CBL's Share of Unconsolidated Affiliates' Debt	Noncontrolling Interests' Share of Consolidated Debt	CBL's Share of Consolidated and Unconsolidated Debt	% of Total	Weighted Average Interest Rate
2019	$ 97,323	$ —	$ —	$ 97,323	2.27 %	5.50%
2020	172,416	27,644	(963)	199,097	4.64 %	6.00%
2021	517,979	58,764	(688)	576,055	13.43 %	5.39%
2022	455,304	107,093	(1,376)	561,021	13.07 %	4.64%
2023	1,300,604	107,896	(18,021)	1,390,479	32.41 %	4.59%
2024	419,772	57,141	(24,693)	452,220	10.54 %	4.47%
2025	37,298	133,231	(18,649)	151,880	3.54 %	4.07%
2026	725,958	43,547	(10,096)	759,409	17.70 %	5.63%
2028	—	112,921	—	112,921	2.63 %	4.93%
Face Amount of Debt	3,726,654	648,237	(74,486)	4,300,405	100.23 %	4.95%
Discounts	(10,007)	—	—	(10,007)	(0.23)%	—%
Total	$ 3,716,647	$ 648,237	$ (74,486)	$ 4,290,398	100.00 %	4.95%

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Debt Covenant Compliance Ratios [1]	Required	Actual
Total debt to total assets	< 60%	52%
Secured debt to total assets	< 40% [2]	33%
Total unencumbered assets to unsecured debt	> 150%	177%
Consolidated income available for debt service to annual debt service charge	> 1.5x	2.4x

(1) The debt covenant compliance ratios for the secured line of credit, the secured term loan and the senior unsecured notes are defined and computed on the same basis.

(2) Secured debt to total assets must be less than 40% for the 2026 Notes. Secured debt to total assets must be less than 45% for the 2023 Notes and the 2024 Notes until January 1, 2020, after which the required ratio will be reduced to 40%.

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Unencumbered Consolidated Portfolio Statistics

	Sales Per Square Foot for the Twelve Months Ended (1) (2)		Occupancy (2)		% of Consolidated Unencumbered NOI for the Nine Months Ended
	9/30/19	9/30/18	9/30/19	9/30/18	9/30/19 (3)
Unencumbered consolidated properties:					
Tier 1 Malls	N/A	N/A	N/A	N/A	6.0% (4)
Tier 2 Malls	$ 339	$ 340	84.0%	85.7%	45.4%
Tier 3 Malls	277	281	86.8%	89.6%	27.5%
Total Malls	**$ 313**	**$ 315**	**85.3%**	**87.5%**	**78.9%**
Total Associated Centers	**N/A**	**N/A**	**95.9%**	**97.0%**	**15.8%**
Total Community Centers	**N/A**	**N/A**	**97.3%**	**98.1%**	**5.0%**
Total Office Buildings and Other	**N/A**	**N/A**	**86.7%**	**93.6%**	**0.3%**
Total Unencumbered Consolidated Portfolio	**$ 313**	**$ 315**	**89.1%**	**90.9%**	**100.0%**

(1) Represents same-center sales per square foot for mall tenants 10,000 square feet or less for stabilized malls.

(2) Operating metrics are included for unencumbered consolidated operating properties and do not include sales or occupancy of unencumbered parcels.

(3) Our consolidated unencumbered properties generated approximately 26.5% of total consolidated NOI of $383,212,891 (which excludes NOI related to dispositions) for the nine months ended September 30, 2019.

(4) NOI is derived from unencumbered portions of Tier One properties that are otherwise secured by a loan. The unencumbered portions include outparcels, anchors and former anchors that have been redeveloped.

CBL & Associates Properties, Inc.
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Mall Portfolio Statistics

TIER 1
Sales ≥ $375 per square foot

Property	Location	Total Center SF (1)	Sales Per Square Foot for the Twelve Months Ended (2) 9/30/19	Sales Per Square Foot for the Twelve Months Ended (2) 9/30/18	Mall Occupancy 9/30/19	Mall Occupancy 9/30/18	% of Total Mall NOI for the Nine Months Ended 9/30/2019 (3)
Coastal Grand	Myrtle Beach, SC	1,036,898					
CoolSprings Galleria	Nashville, TN	1,165,840					
Cross Creek Mall	Fayetteville, NC	983,591					
Fayette Mall	Lexington, KY	1,159,043					
Friendly Center and The Shops at Friendly	Greensboro, NC	1,367,457					
Hamilton Place	Chattanooga, TN	1,160,748					
Hanes Mall	Winston-Salem, NC	1,435,259					
Jefferson Mall	Louisville, KY	783,639					
Mall del Norte	Laredo, TX	1,217,932					
Northwoods Mall	North Charleston, SC	748,269					
Oak Park Mall	Overland Park, KS	1,518,229					
The Outlet Shoppes at Atlanta	Woodstock, GA	404,906					
The Outlet Shoppes at El Paso	El Paso, TX	433,046					
The Outlet Shoppes of the Bluegrass	Simpsonville, KY	428,072					
Richland Mall	Waco, TX	693,450					
Southpark Mall	Colonial Heights, VA	676,801					
Sunrise Mall	Brownsville, TX	799,397					
West County Center	Des Peres, MO	1,196,796					
Total Tier 1 Malls		**17,209,373**	**$ 466**	**$ 454**	**93.1%**	**94.3%**	**40.6%**

TIER 2
Sales of ≥ $300 to < $375 per square foot

Property	Location	Total Center SF (1)	Sales Per Square Foot for the Twelve Months Ended (2) 9/30/19	Sales Per Square Foot for the Twelve Months Ended (2) 9/30/18	Mall Occupancy 9/30/19	Mall Occupancy 9/30/18	% of Total Mall NOI for the Nine Months Ended 9/30/2019 (3)
Arbor Place	Atlanta (Douglasville), GA	1,161,914					
Asheville Mall	Asheville, NC	973,367					
Dakota Square Mall	Minot, ND	764,671					
East Towne Mall	Madison, WI	801,248					
EastGate Mall	Cincinnati, OH	837,550					
Frontier Mall	Cheyenne, WY	520,276					
Governor's Square	Clarksville, TN	689,563					
Harford Mall	Bel Air, MD	505,517					
Imperial Valley Mall	El Centro, CA	761,928					
Kirkwood Mall	Bismarck, ND	815,442					
Laurel Park Place	Livonia, MI	496,877					
Layton Hills Mall	Layton, UT	482,156					
Mayfaire Town Center	Wilmington, NC	650,747					
Northgate Mall	Chattanooga, TN	660,786					
Northpark Mall	Joplin, MO	895,890					

Old Hickory Mall	Jackson, TN	547,396
The Outlet Shoppes at Laredo (4)	Laredo, TX	358,122
Park Plaza	Little Rock, AR	543,033

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Mall Portfolio Statistics (continued)

TIER 2
Sales of ≥ $300 to < $375 per square foot

Property	Location	Total Center SF (1)	Sales Per Square Foot for the Twelve Months Ended (2) 9/30/19	Sales Per Square Foot for the Twelve Months Ended (2) 9/30/18	Mall Occupancy 9/30/19	Mall Occupancy 9/30/18	% of Total Mall NOI for the Nine Months Ended 9/30/2019 (3)
Parkdale Mall	Beaumont, TX	1,081,396					
Parkway Place	Huntsville, AL	647,802					
Pearland Town Center	Pearland, TX	663,773					
Post Oak Mall	College Station, TX	788,105					
South County Center	St. Louis, MO	1,028,473					
Southaven Towne Center	Southaven, MS	607,523					
St. Clair Square	Fairview Heights, IL	1,068,998					
Turtle Creek Mall	Hattiesburg, MS	845,571					
Valley View Mall	Roanoke, VA	863,443					
Volusia Mall	Daytona Beach, FL	1,055,061					
West Towne Mall	Madison, WI	829,715					
WestGate Mall	Spartanburg, SC	950,777					
Westmoreland Mall	Greensburg, PA	976,509					
York Galleria	York, PA	748,868					
Total Tier 2 Malls		**24,622,497**	**$ 346**	**$ 346**	**87.2%**	**89.5%**	**44.4%**

TIER 3
Sales < $300 per square foot

Property	Location	Total Center SF (1)	Sales Per Square Foot for the Twelve Months Ended (2) 9/30/19	Sales Per Square Foot for the Twelve Months Ended (2) 9/30/18	Mall Occupancy 9/30/19	Mall Occupancy 9/30/18	% of Total Mall NOI for the Nine Months Ended 9/30/2019 (3)
Alamance Crossing	Burlington, NC	904,704					
Brookfield Square	Brookfield, WI	862,132					
Burnsville Center	Burnsville, MN	1,045,144					
CherryVale Mall	Rockford, IL	863,276					
Eastland Mall	Bloomington, IL	732,647					
Kentucky Oaks Mall	Paducah, KY	727,316					
Meridian Mall	Lansing, MI	944,172					
Mid Rivers Mall	St. Peters, MO	1,034,302					
Monroeville Mall	Pittsburgh, PA	983,997					
The Outlet Shoppes at Gettysburg	Gettysburg, PA	249,937					
Stroud Mall	Stroudsburg, PA	414,921					
Total Tier 3 Malls		**8,762,548**	**$ 273**	**$ 279**	**84.0%**	**86.2%**	**13.0%**
Total Mall Portfolio		**50,594,418**	**$ 383**	**$ 379**	**88.7%**	**90.7%**	**98.0%**

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Mall Portfolio Statistics (continued)

Excluded Malls [5]

Property	Category	Location	Total Center SF [1]	Sales Per Square Foot for the Twelve Months Ended [2] 9/30/19	Sales Per Square Foot for the Twelve Months Ended [2] 9/30/18	Mall Occupancy 9/30/19	Mall Occupancy 9/30/18	% of Total Mall NOI for the Nine Months Ended 9/30/2019 [3]
Lender Malls:								
Greenbrier Mall	Lender	Chesapeake, VA	897,036					
Hickory Point Mall	Lender	Forsyth, IL	727,848					
Total Excluded Malls			**1,624,884**	**N/A**	**N/A**	**N/A**	**N/A**	**2.0%**

(1) Total Center Square Footage includes square footage of shops, owned and leased adjacent junior anchors and anchor locations and leased freestanding locations immediately adjacent to the center.

(2) Represents same-center sales per square foot for mall tenants 10,000 square feet or less for stabilized malls.

(3) Based on total mall NOI of $386,935,487 for the malls listed in the table above for the nine months ended September 30, 2019.

(4) The Outlet Shoppes at Laredo is a non-stabilized mall and is excluded from Sales Per Square Foot.

(5) Excluded Malls represent Lender Malls, for which operational metrics are excluded, and are malls which we are working or intend to work with the lender on the terms of the loan secured by the related property, or after attempting a restructure, we have determined that the property no longer meets our criteria for long-term investment.

CBL & Associates Properties, Inc.
Supplemental Financial And Operating Information
As of September 30, 2019

New and Renewal Leasing Activity of Same Small Shop Space Less Than 10,000 Square Feet

Property Type	Square Feet	Prior Gross Rent PSF	New Initial Gross Rent PSF	% Change Initial	New Average Gross Rent PSF (2)	% Change Average
Quarter:						
All Property Types (1)	**423,779**	**$ 35.97**	**$ 33.44**	**(7.0)%**	**$ 33.98**	**(5.5)%**
Stabilized malls	396,998	36.82	33.96	(7.8)%	34.49	(6.3)%
New leases	64,537	35.15	38.79	10.4 %	41.79	18.9 %
Renewal leases	332,461	37.15	33.03	(11.1)%	33.07	(11.0)%
Year-to-Date:						
All Property Types (1)	**1,406,372**	**$ 37.28**	**$ 34.24**	**(8.2)%**	**$ 34.82**	**(6.6)%**
Stabilized malls	1,278,943	38.20	35.01	(8.4)%	35.58	(6.9)%
New leases	158,382	44.00	45.40	3.2 %	48.07	9.3 %
Renewal leases	1,120,561	37.38	33.54	(10.3)%	33.81	(9.6)%

Total Leasing Activity:

Quarter:	Square Feet
Operating portfolio:	
New leases	239,645
Renewal leases	472,636
Development portfolio:	
New leases	1,175
Total leased	713,456
Year-to-Date:	
Operating Portfolio:	
New leases	768,106
Renewal leases	1,626,014
Development Portfolio:	
New leases	205,614
Total leased	2,599,734

Average Annual Base Rents Per Square Foot (3) By Property Type For Small Shop Space Less Than 10,000 Square Feet:

	As of September 30, 2019	2018
Same-center stabilized malls	**$ 31.94**	$ 32.79
Stabilized malls	**32.05**	32.77
Non-stabilized malls (4)	**24.12**	25.48
Associated centers	**13.75**	13.68
Community centers	**16.99**	16.44
Office buildings	**18.87**	18.01

(1) Includes stabilized malls, associated centers, community centers and other.

(2) Average gross rent does not incorporate allowable future increases for recoverable common area expenses.

(3) Average annual base rents per square foot are based on contractual rents in effect as of September 30, 2019, including the impact of any rent concessions. Average base rents for associated centers, community centers and office buildings include all leased space, regardless of size.

(4) Includes The Outlet Shoppes at Laredo as of September 30, 2019 and September 30, 2018.

CBL & Associates Properties, Inc.
Supplemental Financial And Operating Information
As of September 30, 2019

New and Renewal Leasing Activity of Same Small Shop Space Less Than 10,000 Square Feet
For the Nine Months Ended September 30, 2019 Based on Commencement Date

	Number of Leases	Square Feet	Term (in years)	Initial Rent PSF	Average Rent PSF	Expiring Rent PSF	Initial Rent Spread		Average Rent Spread	
Commencement 2019:										
New	99	204,992	7.21	$ 44.12	$ 46.56	$ 44.65	$ (0.53)	(1.2)%	$ 1.91	4.3 %
Renewal	485	1,537,015	2.72	30.65	30.88	35.11	(4.46)	(12.7)%	(4.23)	(12.0)%
Commencement 2019 Total	**584**	**1,742,007**	**3.48**	**32.23**	**32.72**	**36.23**	**(4.00)**	**(11.0)%**	**(3.51)**	**(9.7)%**
Commencement 2020:										
New	11	29,737	8.46	44.93	48.74	32.24	12.69	39.4 %	16.50	51.2 %
Renewal	97	301,448	3.24	32.65	33.21	33.96	(1.31)	(3.9)%	0.75	(2.2)%
Commencement 2020 Total	**108**	**331,185**	**3.77**	**33.75**	**34.60**	**33.80**	**(0.05)**	**0.1 %**	**0.80**	**2.4 %**
Total 2019/2020	**692**	**2,073,192**	**3.53**	**$ 32.48**	**$ 33.02**	**$ 35.84**	**$ (3.36)**	**(9.4)%**	**$ (2.82)**	**(7.9)%**

CBL & Associates Properties, Inc.
Supplemental Financial And Operating Information
As of September 30, 2019

Top 25 Tenants Based On Percentage Of Total Annualized Revenues

	Tenant	Number of Stores	Square Feet	Percentage of Total Annualized Revenues (1)
1	L Brands, Inc. (2)	128	763,091	4.28%
2	Signet Jewelers Limited (3)	156	227,731	2.84%
3	Foot Locker, Inc.	108	503,717	2.79%
4	AE Outfitters Retail Company	66	414,111	2.14%
5	Dick's Sporting Goods, Inc. (4)	25	1,396,850	1.72%
6	Ascena Retail Group, Inc. (5)	124	623,228	1.65%
7	Genesco, Inc. (6)	103	198,305	1.46%
8	The Gap, Inc.	57	658,408	1.46%
9	H & M	44	936,589	1.46%
10	Luxottica Group S.P.A. (7)	99	227,060	1.35%
11	Express Fashions	39	321,142	1.25%
12	Finish Line, Inc.	43	224,603	1.20%
13	The Buckle, Inc.	43	223,308	1.12%
14	Forever 21 Retail, Inc.	19	353,805	1.08%
15	JC Penney Company, Inc. (8)	47	5,695,980	0.98%
16	Abercrombie & Fitch, Co.	41	272,706	0.96%
17	Shoe Show, Inc.	39	498,201	0.90%
18	Cinemark	9	467,190	0.90%
19	Barnes & Noble, Inc.	17	521,273	0.89%
20	Hot Topic, Inc.	96	221,338	0.84%
21	The Children's Place Retail Stores, Inc.	41	181,032	0.78%
22	Claire's Stores, Inc.	79	99,647	0.71%
23	Ulta	26	268,697	0.70%
24	PSEB Group (9)	38	182,860	0.68%
25	Macy's, Inc. (10)	32	4,551,623	0.65%
		1,519	20,032,495	34.79%

(1) Includes the Company's proportionate share of revenues from unconsolidated affiliates based on the Company's ownership percentage in the respective joint venture and any other applicable terms.

(2) L Brands, Inc. operates Bath & Body Works, PINK, Victoria's Secret and White Barn Candle.

(3) Signet Jewelers Limited operates Belden Jewelers, Jared Jewelers, JB Robinson, Kay Jewelers, LeRoy's Jewelers, Marks & Morgan, Osterman's Jewelers, Peoples, Piercing Pagoda, Rogers Jewelers, Shaw's Jewelers, Ultra Diamonds and Zales.

(4) Dick's Sporting Goods, Inc. operates Dick's Sporting Goods, Field & Stream and Golf Galaxy.

(5) Ascena Retail Group, Inc. operates Ann Taylor, Catherines, Dressbarn, Justice, Lane Bryant, LOFT and Lou & Grey.

(6) Genesco Inc. operates Clubhouse, Hat Shack, Hat Zone, Johnston & Murphy, Journey's, Shi by Journey's and Underground by Journeys. Genesco sold all Lids, Lids Locker Room and Lids Sports Group stores in February 2019.

(7) Luxottica Group, S.P.A. operates Lenscrafters, Pearle Vision and Sunglass Hut.

(8) JC Penney Company, Inc. owns 29 of these stores.

(9) PSEB Group operates Eddie Bauer and PacSun.

(10) Macy's, Inc. owns 20 of these stores

CBL & Associates Properties, Inc.
Supplemental Financial And Operating Information
For the Three and Nine Months Ended September 30, 2019

Capital Expenditures
(In thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	**2018**	**2019**	**2018**
Tenant allowances (1)	**$ 10,781**	$ 6,978	**$ 21,831**	$ 35,199
Renovations (2)	**—**	—	**—**	563
Deferred maintenance: (3)				
Parking lot and parking lot lighting	**315**	206	**529**	871
Roof repairs and replacements	**2,083**	270	**4,757**	3,694
Other capital expenditures	**5,610**	5,255	**15,094**	15,035
Total deferred maintenance expenditures	**8,008**	5,731	**20,380**	19,600
Total capital expenditures	**$ 18,789**	$ 12,709	**$ 42,211**	$ 55,362

(1) Tenant allowances, sometimes made to third-generation tenants, are recovered through minimum rents from the tenants over the term of the lease.

(2) Renovation capital expenditures for remodelings and upgrades to enhance our competitive position in the market area. A portion of these expenditures covering items such as new floor coverings, painting, lighting and new seating areas are also recovered through tenant billings. The costs of other items such as new entrances, new ceilings and skylights are not recovered from tenants. We estimate that 30% of our renovation expenditures are recoverable from our tenants over a ten to fifteen year period.

(3) The capital expenditures incurred for maintenance such as parking lot repairs, parking lot lighting and roofs are classified as deferred maintenance expenditures. These expenditures are billed to tenants as common area maintenance expense and the majority is recovered over a five to fifteen year period.

Deferred Leasing Costs Capitalized
(In thousands)

	2019	**2018**
Quarter ended:		
March 31,	**$ 565**	$ 1,810
June 30,	**444**	636
September 30,	**790**	689
December 31,		983
	$ 1,799	$ 4,118

CBL & Associates Properties, Inc.
Supplemental Financial And Operating Information
As of September 30, 2019

Properties Opened During the Nine Months Ended September 30, 2019
(Dollars in thousands)

Property	Location	CBL Ownership Interest	Total Project Square Feet	CBL's Share of Total Cost (1)	CBL's Share of Cost to Date (2)	CBL's Share of 2019 Cost	Opening Date	Initial Unleveraged Yield
Other - Outparcel Development:								
Mid Rivers Mall - CubeSmart Self-storage (3) (4)	St. Peters, MO	50%	**93,540**	**$ 4,122**	**$ 3,646**	**$ 973**	Jan-19	9.0%

(1) Total Cost is presented net of reimbursements to be received.

(2) Cost to Date does not reflect reimbursements until they are received.

(3) Outparcel development adjacent to the mall.

(4) Yield is based on the expected yield of the stabilized project.

Redevelopments Completed During the Nine Months Ended September 30, 2019
(Dollars in thousands)

Property	Location	CBL Ownership Interest	Total Project Square Feet	CBL's Share of Total Cost (1)	CBL's Share of Cost to Date (2)	CBL's Share of 2019 Cost	Opening Date	Initial Unleveraged Yield
Mall Redevelopments:								
Dakota Square Mall - HomeGoods	Minot, ND	100%	28,406	$ 2,478	$ 2,293	$ 1,315	Apr-19	14.4%
East Towne Mall - Portillo's	Madison, WI	100%	9,000	2,956	2,487	71	Feb-19	8.0%
Friendly Center - O2 Fitness	Greensboro, NC	50%	27,048	2,285	1,696	289	Apr-19	10.3%
Hanes Mall - Dave & Buster's	Winston-Salem, NC	100%	44,922	5,932	4,559	2,413	May-19	11.0%
Northgate Mall - Sears Auto Center Redevelopment (Aubrey's/Panda Express)	Chattanooga, TN	100%	10,000	1,797	530	17	Feb-19	7.6%
Parkdale Mall - Macy's Redevelopment (Dick's Sporting Goods/Five Below/HomeGoods) (3)	Beaumont, TX	100%	86,136	20,899	17,641	11,161	May-19	6.4%
Volusia Mall - Sears Auto Center Redevelopment (Bonefish Grill/Metro Diner)	Daytona Beach, FL	100%	23,341	9,795	5,558	144	Apr-19	8.0%
Total Redevelopments Completed			**228,853**	**$ 46,142**	**$ 34,764**	**$ 15,410**		

(1) Total Cost is presented net of reimbursements to be received.

(2) Cost to Date does not reflect reimbursements until they are received.

(3) The return reflected represents a pro forma incremental return as Total Cost excludes the cost related to the acquisition of the Macy's building in 2017.

CBL & Associates Properties, Inc.
Supplemental Financial And Operating Information
As of September 30, 2019

Properties Under Development at September 30, 2019
(Dollars in thousands)

Property	Location	CBL Ownership Interest	Total Project Square Feet	CBL's Share of Total Cost (1)	CBL's Share of Cost to Date (2)	CBL's Share of 2019 Cost	Expected Opening Date	Initial Unleveraged Yield
Other - Outparcel Developments:								
Hamilton Place - Self Storage (3)	Chattanooga, TN	60%	**68,875**	**$ 5,824**	**$ 299**	**$ 299**	Q2 '20	8.7%
Parkdale Mall - Self Storage (3)	Beaumont, TX	50%	**69,341**	**4,435**	**1,373**	**1,373**	Q4 '19	10.2%
			138,216	**10,259**	**1,672**	**1,672**		
Mall Redevelopments:								
Brookfield Square - Sears Redevelopment (Whirlyball/Marcus Theatres) (4)	Brookfield, WI	100%	130,075	25,233	24,061	10,890	Q3/Q4 '19	10.1%
CherryVale Mall - Sears Redevelopment (Tilt)	Rockford, IL	100%	114,118	3,508	1,564	1,564	Q2 '20	8.3%
Dakota Square Mall - Herberger's Redevelopment (Ross/Retail Shops/T-Mobile)	Minot, ND	100%	30,096	6,410	3,348	3,205	Q1 '20	7.2%
Hamilton Place - Sears Redevelopment (Cheesecake Factory/Dick's Sporting Goods/Dave & Buster's/Hotel/Office) (4)	Chattanooga, TN	100%	195,166	38,715	23,132	12,893	Q2/Q3 '20	7.8%
Laurel Park Place - Carson's Redevelopment (Dunham's Sports)	Livonia, MI	100%	45,000	3,886	2,898	2,876	Q4 '19	5.9%
Mall del Norte - Forever 21 Redevelopment (Main Event)	Laredo, TX	100%	81,242	10,514	3,959	3,914	Q3 '19/Q2 '20	9.3%
			595,697	**88,266**	**58,962**	**35,342**		
Total Properties Under Development			**733,913**	**$ 98,525**	**$ 60,634**	**$ 37,014**		

(1) Total Cost is presented net of reimbursements to be received.

(2) Cost to Date does not reflect reimbursements until they are received.

(3) Yield is based on expected yield once project stabilizes.

(4) The return reflected represents a pro forma incremental return as Total Cost excludes the cost related to the acquisition of the Sears (Brookfield Square and Hamilton Place) buildings in 2017.

CBL Core Portfolio Exposure to Sears and Closed Bon-Ton Locations and Redevelopment Plans

TIER 1
Sales ≥ $375 per square foot

Property	Location	Sears Status as of September 30, 2019 (1)	Sears Redevelopment Plans	Bon-Ton Redevelopment Plans
Coastal Grand	Myrtle Beach, SC	Open (O)	Owned by Sears.	
CoolSprings Galleria	Nashville, TN		Redeveloped in 2015.	
Cross Creek Mall	Fayetteville, NC	Closed	Executed leases with entertainment user/restaurants. Construction expected to start in 2020.	
Fayette Mall	Lexington, KY		Redeveloped in 2016.	
Friendly Center and The Shops at Friendly	Greensboro, NC	Open (O)	Owned by Sears. Whole Foods sub-leases 1/3 of the box.	
Hamilton Place	Chattanooga, TN	Under Construction	Cheesecake Factory Open. Under Construction with Aloft hotel, Dick's Sporting Goods and Dave & Busters.	
Hanes Mall	Winston-Salem, NC	Closed 1/19 (O)	Owned by 3rd Party. Novant Health, Inc. purchased Sears and Sears TBA for future medical office.	
Jefferson Mall	Louisville, KY	Closed	Purchased in Jan 2017 sale-leaseback for future redevelopment. Under negotiation/LOIs with restaurants/fitness/other users.	
Mall del Norte	Laredo, TX	Open (O)	Owned by Sears.	
Northwoods Mall	North Charleston, SC		Owned by Seritage. Redeveloped with Burlington.	
Oak Park Mall	Overland Park, KS			
Richland Mall	Waco, TX	Closed (O)	Sears sold location to Dillard's in 2018. Dillard's expected to open fall 2020.	
The Outlet Shoppes at Atlanta	Woodstock, GA			
The Outlet Shoppes at El Paso	El Paso, TX			
The Outlet Shoppes of the Bluegrass	Simpsonville, KY			
Southpark Mall	Colonial Heights, VA	Closed	Under negotiation with several prospects.	
Sunrise Mall	Brownsville, TX	Open (O)	Sears sold to 3rd Party Developer. Future entertainment/restaurant.	
West County Center	Des Peres, MO			

TIER 2
Sales ≥ $300 to < $375 per square foot

Property	Location	Sears Status as of September 30, 2019 (1)	Sears Redevelopment Plans	Bon-Ton Redevelopment Plans
Arbor Place	Atlanta (Douglasville), GA	Open (O)	Owned by Sears.	
Asheville Mall	Asheville, NC	Closed (O)	Owned by Seritage. Under negotiation/LOI with entertainment users.	
Dakota Square Mall	Minot, ND	Closed	Under negotiation with several prospects.	Ross Dress For Less Opened.
East Towne Mall	Madison, WI	Open (O)	Owned by Sears.	Owned by Third Party. Under negotiation with non-retail use.
EastGate Mall	Cincinnati, OH	Closing	Purchased in January 2017 sale-leaseback for future redevelopment. Under negotiation/LOIs with tenants.	
Frontier Mall	Cheyenne, WY	Closed (O)	Location purchased by Jax Outdoor Gear. November 2019 opening.	

CBL & Associates Properties, Inc.
Supplemental Financial And Operating Information
As of September 30, 2019

CBL Core Portfolio Exposure to Sears and Closed Bon-Ton Locations and Redevelopment Plans (continued)

TIER 2
Sales ≥ $300 to < $375 per square foot

Property	Location	Sears Status as of September 30, 2019 (1)	Sears Redevelopment Plans	Bon-Ton Redevelopment Plans
Governor's Square	Clarksville, TN	Closed	50/50 Joint Venture property. Under negotiation/LOIs with tenants.	
Harford Mall	Bel Air, MD	Open	Interest from sporting goods/ entertainment/restaurants.	
Imperial Valley Mall	El Centro, CA	Closed (O)	Owned by Seritage. Hobby Lobby opening January 2020.	
Kirkwood Mall	Bismarck, ND			Leases out for signature with restaurants, jr. box.
Laurel Park Place	Livonia, MI			Dunham's Sports under construction. Opening November 2019.
Layton Hills Mall	Layton, UT			
Mayfaire Town Center	Wilmington, NC			
Northgate Mall	Chattanooga, TN	Closed (O)	Owned by Sears.	
Northpark Mall	Joplin, MO	Open (O)	Building owned by Sears.	
Old Hickory Mall	Jackson, TN	Closed	Potential box user.	
The Outlet Shoppes at Laredo	Laredo, TX			
Park Plaza	Little Rock, AR			
Parkdale Mall	Beaumont, TX	Open (O)	Owned by Sears.	
Parkway Place	Huntsville, AL			
Pearland Town Center	Pearland, TX			
Post Oak Mall	College Station, TX	Closed (O)	Owned by Sears. Under contract for sale to 3rd Party Developer.	
South County Center	St. Louis, MO	Closed	Executed lease with entertainment user. Construction TBD. Sears still paying rent under ground lease.	
Southaven Towne Center	Southaven, MS			
St. Clair Square	Fairview Heights, IL	Closed (O)	Building Owned by Sears. Under Negotiation with Entertainment User.	
Turtle Creek Mall	Hattiesburg, MS	Closed (O)	Owned by Sears.	
Valley View Mall	Roanoke, VA	Closed 10/19 (O)	Owned by Sears. Sporting goods/entertainment interest.	
Volusia Mall	Daytona Beach, FL	Closed (O)	Owned by Sears. Under contract for sale to 3rd Party Developer.	
WestGate Mall	Spartanburg, SC	Closed (O)	Owned by Sears. Under negotiation for non-retail use.	
Westmoreland Mall	Greensburg, PA	Closed (O)	Building owned by Sears. Potential for non-retail.	Executed lease with Stadium Live! Casino. Est. 2020 open.
York Galleria	York, PA	Closed	Lease executed with Penn National for casino. Est. 2020 opening.	Owned by Third Party. LOI for non-retail use.
West Towne Mall	Madison, WI		Owned by Seritage. Redeveloped with Dave & Busters and Total Wine.	Von Maur opening 2021.

TIER 3
Sales < $300 per square foot

Property	Location	Sears Status as of September 30, 2019 (1)	Sears Redevelopment Plans	Bon-Ton Redevelopment Plans
Alamance Crossing	Burlington, NC			
Brookfield Square	Brookfield, WI	Under Construction	Grand Opening held 10/19: Movie Tavern, Whirlyball, Outback Steakhouse, Uncle Julio's. Convention center/hotel est. opening in 2020.	Owned by Third Party. LOI with new use.
Burnsville Center	Burnsville, MN	Closed (O)	Owned by Seritage.	
CherryVale Mall	Rockford, IL	Closed	Executed lease with Tilt. Est. opening Q1 '20.	Choice Home Center - Opened Q4 '18.
Eastland Mall	Bloomington, IL	Closed	Under negotiation with tenants.	Under negotiation with tenants.
Kentucky Oaks Mall	Paducah, KY	Under Construction (O)	Owned by Seritage. Burlington and Ross Dress for Less are under construction.	50/50 JV asset. HomeGoods under contruction - opening Fall 2019. LOI with discount retailer.
Meridian Mall	Lansing, MI			High Caliber Karts opened Fall 2019 in Men's store. Furniture Store under negotiation for Women's store.
Mid Rivers Mall	St. Peters, MO	Closed 10/19 (O)	Owned by Sears.	
Monroeville Mall	Pittsburgh, PA			
The Outlet Shoppes at Gettysburg	Gettysburg, PA			
Stroud Mall	Stroudsburg, PA	Closed	Executed lease with furniture user. Estimated to open by December 2019.	Shoprite under construction. Opening November 2019.

(1) Sears boxes owned by the department store or a third party are noted with the following symbol next to the status (O).

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Section 3: EX-99.2 (EXHIBIT 99.2)

Exhibit 99.2

Katie:

Thank you and good morning. Joining me today are Stephen Lebovitz, CEO and Farzana Khaleel, Executive Vice President and CFO.

This conference call contains "forward-looking statements" within the meaning of the federal securities laws. Such statements are inherently subject to risks and uncertainties. Future events and actual results, financial and otherwise, may differ materially. We direct you to the Company’s various filings with the SEC for a detailed discussion of these risks.

A reconciliation of supplemental non-GAAP financial measures to the comparable GAAP financial measures was included in yesterday’s earnings release and supplemental that will be furnished on Form 8-K and is available in the invest section of the website at cblproperties.com.

This call is being limited to one hour. In order to provide time for everyone to ask questions, we ask that each speaker limit their questions to two and then return to the queue to ask additional questions. If you have questions that were not answered during today’s call, please reach out to me following the conclusion of the call.

I will now turn it over to Stephen.

Stephen:

Thank you, Katie and good morning everyone.

This quarter featured several notable accomplishments for CBL. As I have said previously, our primary strategic goals are transforming our properties for long-term success and strengthening our balance sheet. We are now seeing tangible results from our redevelopment program as we are celebrating the openings of the first wave of the anchor replacement projects. We are proud that we have successfully sourced replacements for 27 anchor spaces, which are either open, under construction or committed. Not only do these projects add new and diverse uses to our centers, they also stabilize and grow revenues.

It was a highlight for me to celebrate two weeks ago the grand opening of the new Movie Tavern by Marcus Theatre at Brookfield Square in Milwaukee and to experience the brand new Whirlyball entertainment and dining complex. Brookfield Square is a prime example of how we are transforming unproductive anchors across our portfolio. In this case Sears was redeveloped into a bustling, entertainment-driven mixed-use project. We are bringing together successful retail with fitness, entertainment, restaurants and other mixed uses. We are creating value from underutilized parking lots with new restaurants, medical office and the city-owned hotel-convention center, which will drive additional traffic. Based on the initial results, the project has been well received in the market and will be a great success.

Another highlight for me is watching the day-to-day progress on the redevelopment of the Sears at Hamilton Place here in Chattanooga. Dave & Buster’s and Dick’s Sporting Goods are well under construction and on-track to open next spring. The Aloft hotel and self-storage project, both of which are joint ventures, recently started construction as well. And we have plans for additional restaurants and office space as part of the project - another great example of our vision for the future of our assets.

We added several new commitments to the list of anchor replacements this quarter, including Von Maur taking the former Boston store at West Towne in Madison, WI, which will be a key addition to that center. We are also using joint venture and third-party partnerships to further our redevelopment program. Three of our Sears-owned locations are under contract to be acquired by a third-party developer with plans to complete future redevelopments. This is a great outcome from our point of view, delivering transformational projects while at the same time allowing us to retain capital to allocate to other projects. Our self-storage and hotel joint ventures are another example of how we are successfully realizing value from our assets and maximizing our return on capital.

We are diversifying the uses at our centers, which will provide a more stable base of revenues. Overall, 74% of new mall leasing and 60% of total mall leasing, including renewals, this year has been non-apparel. Adding non-retail and mixed uses is another focus and we are currently under construction, have agreements executed or are in active negotiation on two multi-family projects, 15 entertainment operations, including two casinos, 9 hotels, 31 restaurants, eight fitness centers, eight medical uses, two self-storage facilities and several other non-retail uses. The market dominant locations of our properties are driving this strong interest. These uses complement our existing tenant base, drive new traffic to our properties and strengthen the overall project.

As outlined in our earnings release, adjusted FFO per share for the quarter was $0.34 with portfolio same-center NOI down 5.9% for the quarter and 5.5% for the year. We are not satisfied with the decrease in FFO and NOI, but we are pleased to be on track to hit the mid-to-high end of our affirmed guidance range despite the challenges we have faced from retailer bankruptcies, store closings and restructurings.

We are seeing important improvements in certain operating metrics. Sales for the third quarter built on the previous positive trend with a 3.2% increase to $383 per square foot. Portfolio occupancy increased 30 basis points sequentially. However, the impact of bankruptcy-related store closures caused the 150-basis point year-over-year decline to 90.5%. We are adding innovative and local users through our specialty leasing and pop-up shop programs while our leasing team works to bring on longer-term users. New leasing spreads were strong, increasing 18% as we make progress on these replacements.

We are also focused on various strategies to bolster our balance sheet. We are utilizing free cash flow, which is estimated at $200 million this year, to fund the redevelopment projects and supplementing this with joint venture equity and construction loans on select projects. Another source of liquidity for both redevelopments and debt reduction is disposition proceeds which has totaled $161 million year-to-date.

Before I hand it over to Katie, I wanted to touch on two additional items. This morning we announced an agreement with Exeter Capital, led by Michael Ashner, a highly respected veteran in the real estate industry. As part of the agreement, Michael as well as Carolyn Tiffany are joining our Board of Directors. As we've stated many times over the years, we are and always have been open and engaged with our shareholders and our announcement this morning is the latest example of this. Michael has a nearly 6% ownership interest in the Company, which next to management, represents one of CBL's largest common shareholders. With this strong alignment of interests, we are all focused on unlocking the value we see in CBL. We've had the opportunity to spend a significant amount of time with Michael, as well as Carolyn, and believe that their substantial experience with public companies and financial background will bring a fresh perspective and add value to our Board discussions. Carolyn will join our audit and compensation committees. Her more than 25 years of experience in commercial real estate investment, operations and management will be an asset to these committees.

We are also establishing a new capital allocation committee that Michael will chair. Richard Lieb and I will also be members of the committee. Many of you may already be familiar with Richard, given his more than 30-year career in real estate investment banking and finance. This committee will serve as an advisory committee to the Board, reviewing our financial plans, strategies and capital commitments. I have no doubt that Michael's perspective and ideas will help further our plans to strengthen CBL and maximize value. We are pleased to welcome both Michael and Carolyn and look forward to their contributions.

Finally, as stated in the earnings release, we will be reviewing our taxable income projections prior to year-end to determine and announce our dividend policy for 2020. As we've stated, our priority is preserving cash flow for use in executing our broader corporate strategy, which will ultimately allow us to create more value for shareholders. With this in mind, we expect to pay the minimum required common dividend, if any, to distribute taxable income. At this time, we are still reviewing projections and will provide more information once our analysis is complete.

I will now turn the call over to Katie to discuss our operating results and investment activity.

Katie:

Thank you, Stephen.

As our results indicate, we had a productive quarter in many respects. Our leasing team completed 713,000-square-feet of total leasing activity, including 240,000-square-feet of new leasing and 473,000-square-feet of renewals. On a comparable same-space basis for the third quarter, we signed approximately 400,000-square-feet of new and renewal leases at an average gross rent decline of 5.5%. Spreads on new leases for stabilized malls increased 18% and renewal leases were signed at an average of 11% lower than the expiring rent.

Same-center mall occupancy continues to be impacted by bankruptcy related closures, declining 200 bps to 88.7% compared with 90.7% in the prior year period. Portfolio occupancy declined 150 basis points to 90.5%. Bankruptcy-related store closures reduced third quarter mall occupancy by approximately 400 basis points or 720,000-square feet, including closures from Payless, Gymboree, Charming Charlie and Charlotte Russe. As has been widely publicized, Forever 21 filed for bankruptcy in October. We have 19 stores representing approximately $9.5 million in gross annual rent. We anticipate that most if not all stores will remain open. We've incorporated the impact of any rent reductions in our guidance for this year. Destination Maternity also filed Chapter 11 in October. We have 27 stores, representing approximately $2.0 million in gross annual rent. Currently we anticipate two store closures, but the bankruptcy plan is still pending.

We are encouraged that same-center sales for the quarter increased 3.2%, bringing the trailing 12-month sales to $383 per square foot compared with $378 for the prior year. Across the portfolio we had strong traffic for back to school and tax-free weekends. Categories that performed well included fast casual dining, electronics, children's and family shoes and sporting goods. With sales year-to-date up almost 2%, we are well positioned for a healthy holiday sales season. We have a lot of exciting events planned across our portfolio as well as a number of new anchor and store openings that will drive additional traffic.

Our anchor replacement program has made great progress with the 27 locations committed including a dozen already open and another four set to open within the next few months. And we are making progress on the remaining spaces with active negotiations or LOIs for several others. You can find a complete schedule of projects underway in the supplemental, but I'll touch on a few recent updates.

As Stephen mentioned, we just celebrated the grand opening of the redeveloped Sears at Brookfield Square in Milwaukee, WI. The project includes the new Movie Tavern by Marcus Theatres, Whirlyball entertainment center, Outback Steakhouse and Uncle Julio's. Construction is progressing on the new city-owned hotel and convention center, which will open next year. We have opened an Orange Theory Fitness studio and will be adding medical office as part of the redevelopment.

At Mall del Norte in Laredo, TX, we downsized Forever 21 and are opening entertainment user, Main Event, in early 2020.

Construction is progressing on the Sears redevelopment at Hamilton Place here in Chattanooga. The project includes Dave & Busters, Aloft Hotel, Dick's Sporting Goods, additional restaurants and office space - all joining Cheesecake Factory, which opened last December. The hotel is being developed in a 50/50 joint venture with a well-regarded local operator. We contributed land as our portion of the equity, which allows us to realize value from our assets and to share in future upside.

We also recently started construction on a joint venture self-storage facility on a parcel outside the ring road at Hamilton Place. This project is a similar structure to our previous storage projects in that we contributed the land as our equity. The opening is expected in early 2020.

We have two casinos that will replace vacant anchor locations at malls in Pennsylvania. At Westmoreland Mall, Stadium Live! Casino will be taking the Bon-Ton location. Construction has commenced with an opening expected in 2020. At York Galleria in York, PA, Penn National Gaming will open a Hollywood Casino in the former Sears location. Regulatory approvals are underway, and construction has commenced with an opening anticipated in 2020.

At our 50/50 joint venture property, Kentucky Oaks in Paducah, KY, Burlington and Ross opened in the Seritage-owned Sears. HomeGoods also opened in mid-October to replace a portion of the Elder-Beerman store. Additional value retailers are under negotiation.

Entertainment operator, Tilt, is under construction in the Sears location at CherryVale Mall in Rockford, IL. We lost both BonTon and Sears at this property. The BonTon was replaced with Choice Home Center, which opened in late 2018 and Tilt is expected to open in early 2020. These replacements required minimal investment.

At Laurel Park Place in Livonia, MI, Dunham's Sports is under construction in the Carson's box. The opening is expected later this month.

We announced that fashion department store Von Maur will open in the Boston Store location at West Towne in Madison, WI. The Boston Store will be razed later this year to make way for the construction of the new store. As one of the most requested names by West Towne customers, this will be a terrific addition to the property.

At Frontier Mall in Cheyenne, WY, the Sears location will be replaced by Jax Outdoor Gear, which is expected to open by year -end. This location is owned by a third party.

In addition to the anchor redevelopments and replacements I've just walked through, we have a lot of activity in the LOI or negotiation stages and will make announcements as deals progress.

I will now turn the call over to Farzana to discuss our financial results.

Farzana:

Thank you, Katie.

We are executing on our key financial goals of maximizing free cash flow, supplementing our liquidity with other sources such as dispositions, extending our maturity schedule and reducing leverage. We are pleased that we have addressed our major loan maturities for 2019. We have a $4.5 million loan secured by the second phase of our Atlanta outlet center that we anticipate refinancing, extending or retiring prior to year-end.

We also have two secured loans that mature in December, Greenbrier Mall and Hickory Point. These loans were previously restructured, and we are in discussions with the lenders to determine next steps.

Our primary focus is on secured non-recourse loans that mature in 2020 and beyond. Generally, these properties have high debt yields and strong positions in their markets. While the secured financing market is selective, we have several available avenues that we are continuing to explore to address these maturities.

Our total pro rata share of debt at the end of September 2019 was $4.3 billion. We have reduced our debt levels by $125 million sequentially and nearly $400 million from September 2018. At the end of the third quarter, we had $380 million available to draw on our line of credit.

Third quarter adjusted FFO per share was $0.34, representing a decline of $0.06 per share compared with $0.40 per share for the third quarter 2018. Factors that contributed to the variance included lower property level NOI of $0.04 per share and $0.02 per share of dilution from asset sales.

Third quarter same-center NOI decreased 5.9% and same center NOI for the nine months declined 5.5%.

During the quarter we recognized an $82.6 million impairment on Mid Rivers Mall in St. Charles, MO. The mall has been impacted by a number of factors including several tenant bankruptcies, a Sears closure and significant rent reductions on lease maturity for certain major tenants. We've also sold several income producing parcels around the property over the years, generating significant proceeds, but reducing NOI.

You will note, we also recorded a $22.7 million reduction to the litigation settlement expense accrued during the first quarter. The reduction is largely related to past tenants that did not submit claims pursuant to the terms of the settlement agreement. Future reduction of this expense will be evaluated as we are relieved of the liability as provided in the agreement.

Based on results to-date and our expectations for the rest of the year, we are reaffirming FFO guidance for full-year 2019 in the range of $1.30 - $1.35 per share, which continues to assume a same-center NOI decline in the range of (6.25)% - (7.75)%. At this time, and assuming no additional major bankruptcy activity, we anticipate reaching the mid-to-high end of the guidance range. We currently expect to utilize approximately $8-$10 million of the $5-$15 million reserve.

I'll now turn the call over to Stephen for concluding remarks.

Stephen:

Thank you, Farzana.

As I mentioned earlier, we are excited by the progress and impact of our anchor redevelopment program. We are making improvements to our properties, which is critical to stabilizing income and creating long-term value. We are focused on ending 2019 on a strong note and executing on our key strategies as we approach 2020. We have a great team of experienced professionals both here in Chattanooga and at our properties, and I appreciate all their hard work and dedication to CBL's success.

Thank you for your time today. We will now open the call to questions.

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